

BEN 10 CLASSICS



CARTOON NETWORK

BEN 10 CLASSICS

VOLUME 5: POWERLESS

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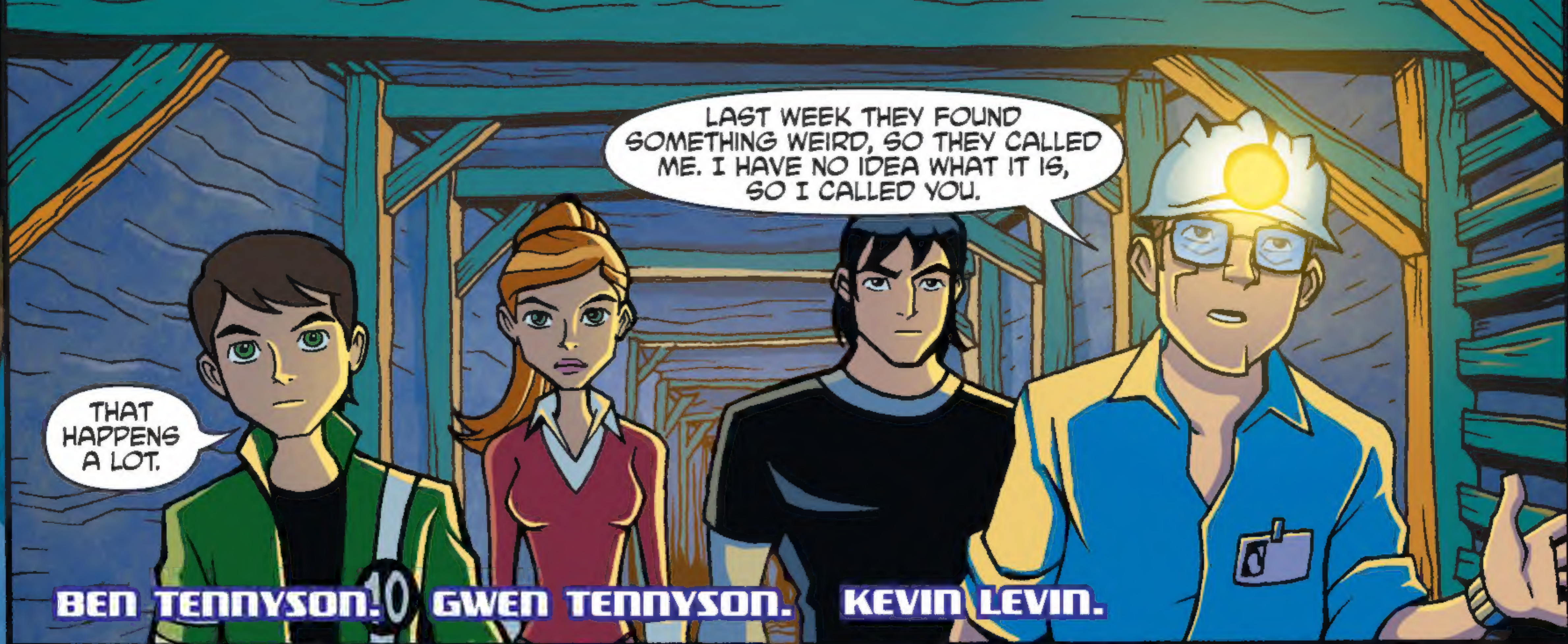
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DIGITAL



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LAST WEEK THEY FOUND SOMETHING WEIRD, SO THEY CALLED ME. I HAVE NO IDEA WHAT IT IS, SO I CALLED YOU.

THAT HAPPENS A LOT.

BEN TENNYSON. **GWEN TENNYSON.** **KEVIN LEVIN.**

JUDGING HOW DEEP IT'S BURIED IN ROCK, THE SHIP'S BEEN HERE FOR TEN THOUSAND YEARS.

WEIRD.

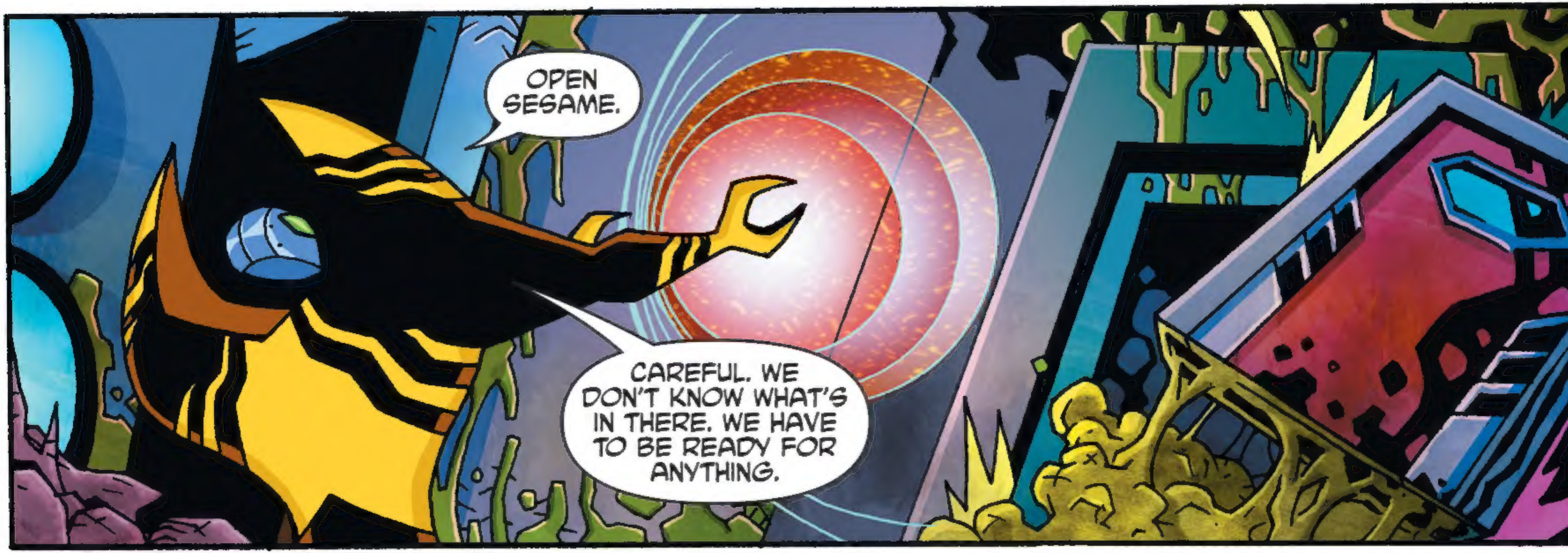
THEN YESTERDAY, WE STARTED HEARING NOISES FROM INSIDE.

VERY WEIRD.

LET'S LOOK INSIDE THAT SHIP.



LODESTAR!



OPEN SESAME.

CAREFUL. WE DON'T KNOW WHAT'S IN THERE. WE HAVE TO BE READY FOR ANYTHING.

OOOOOKAY.

I WASN'T
READY FOR
THIS.

An alien device
on his wrist allows
BEN TENNYSON to
transform into
different alien forms.
He is **BEN 10**.

ONE MAN'S TRASH

WRITER: **EUGENE SON** ARTIST: **LUCIANO VECCHIO**
COLORS: **CHRIS BECKETT** LETTERER: **TRAVIS LANHAM**
EDITOR: **MICHAEL MCCALISTER**



BRAINSTORM!

A MOST PECULIAR NETWORK SYSTEM. NO DOUBT DESIGNED BY SOME TROGLODYTE, THIS BASE SYSTEM IS NO MATCH FOR MY SUPERINCUMBENT INTELLECT.

WE HAVE ACCESS TO THE NETWORK. SIMPLICITY ITSELF.

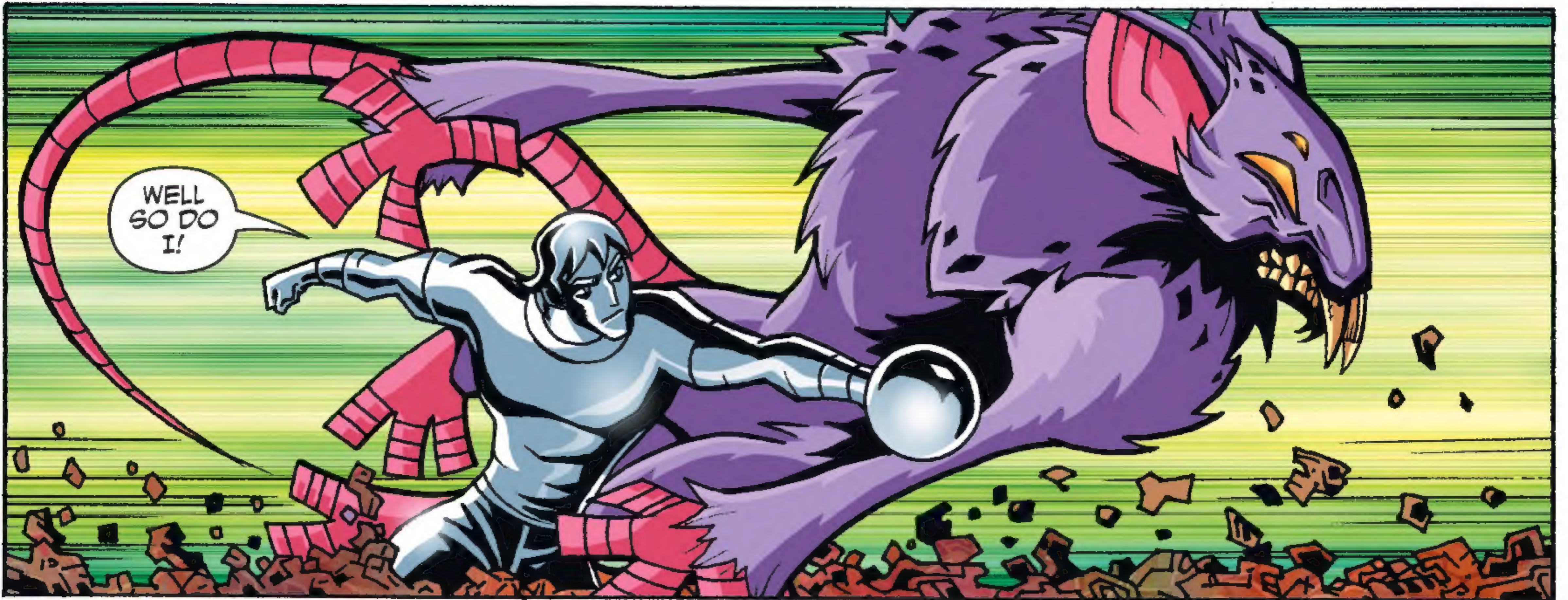
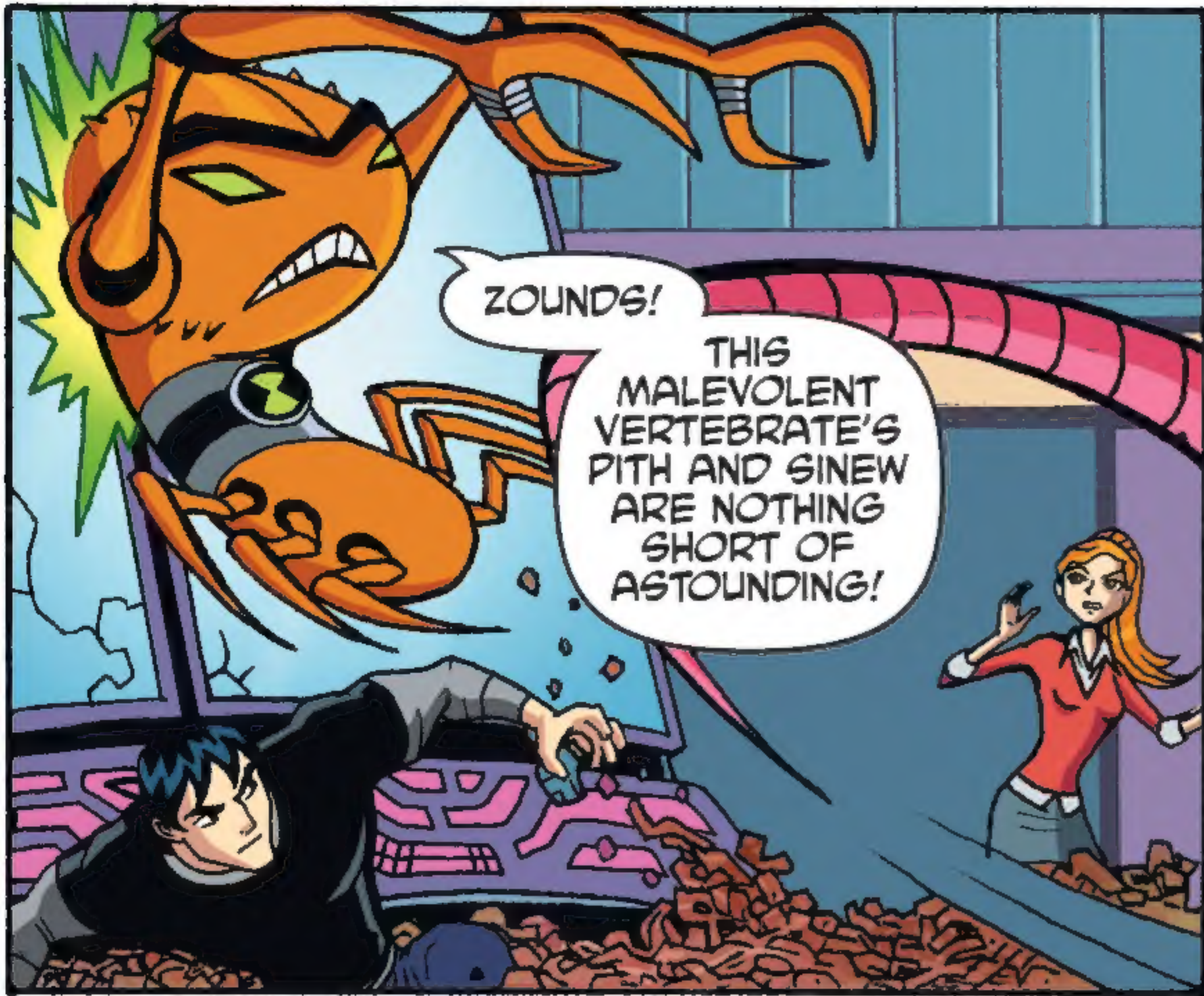
MAP OF THE SHIP. WE'RE IN THE ENGINE ROOM. BRIDGE IS UP HERE.

IF THE SHIP HAS A NAVIGATION COMPUTER, MAYBE THAT'LL TELL US WHERE THE SHIP WAS COMING FROM AND WHERE IT WAS GOING.

GROWWWW!!

OF COURSE. IF THERE'S GARBAGE, THERE'S A RAT!

A GIANT UGLY ALIEN RAT!









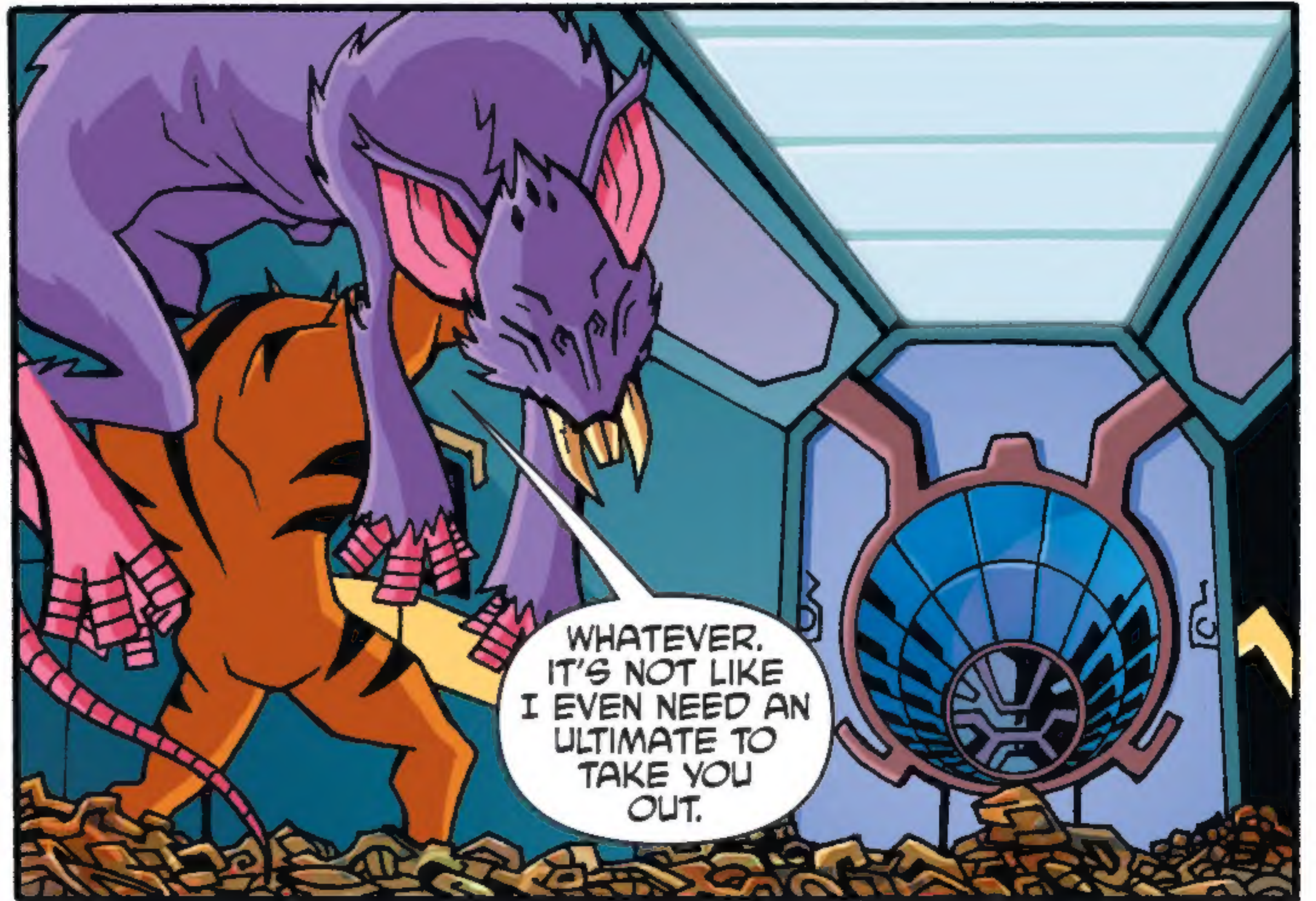
HEY!
THERE'S NO
SUCH THING
AS ULTIMATE
RATH!

LET ME TELL
YOU SOMETHING,
OMNITRIX! I DON'T
CARE HOW IT HAPPENS,
BUT SOMEDAY THERE
BETTER BE AN ULTIMATE
RATH INSIDE OF
THERE!

CONSIDER
THIS YOUR
WARNING!



I WAS
REALLY MAD
BEFORE. BUT
NOW I'M REALLY,
REALLY
MAD!



WHATEVER.
IT'S NOT LIKE
I EVEN NEED AN
ULTIMATE TO
TAKE YOU
OUT.

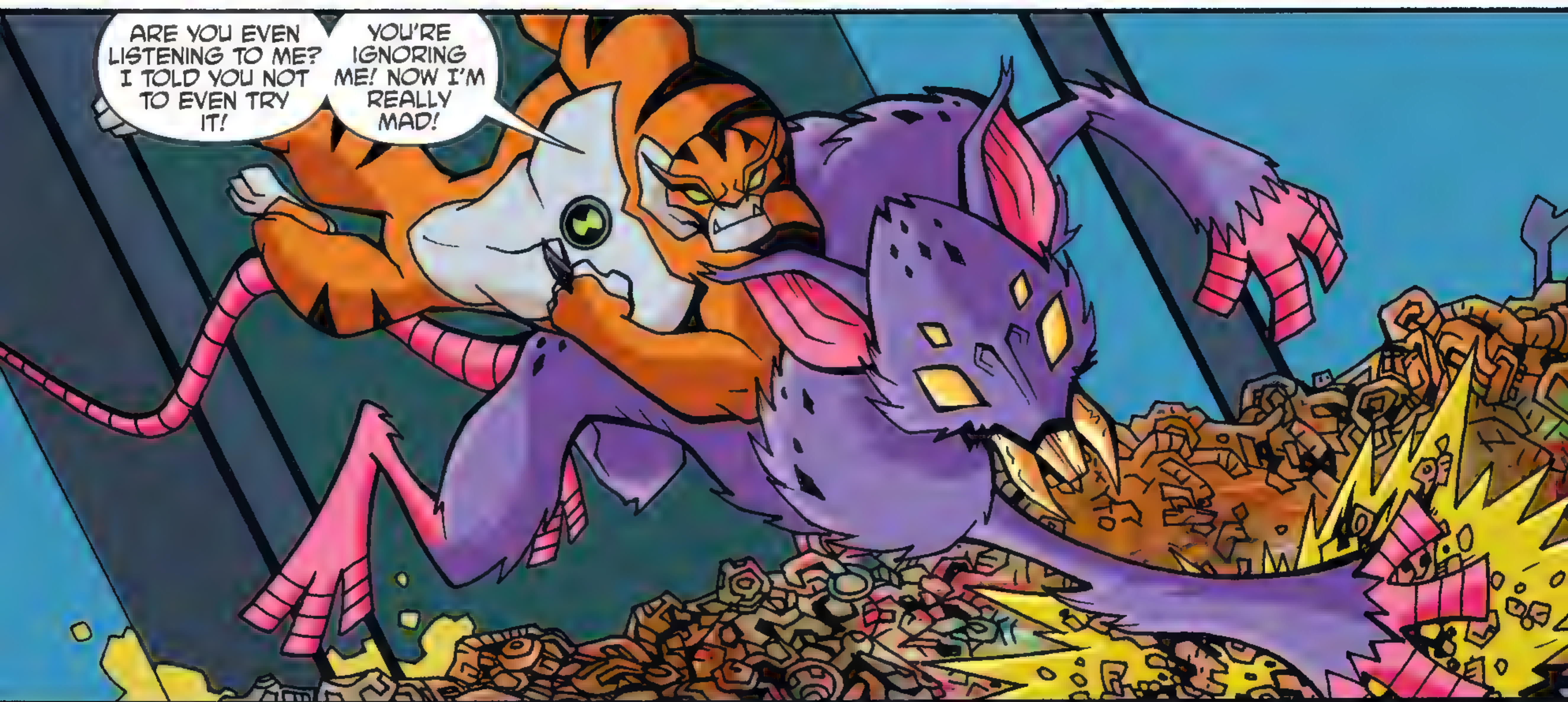


THAT LOOKS
LIKE AN AIRLOCK!
AND SINCE WE'RE
BURIED UNDERGROUND,
THAT LOOKS LIKE A
GOOD PLACE TO
TRAP YOU!

I HATE
RATS.



ESPECIALLY
THE BIG
ONES.







HERE WE ARE
AGAIN, GUYS. BACKS
AGAINST THE WALL, ALIEN
BADDIES THREATENING
TO KICK US INTO NEXT
WEEK...

WHAT
ELSE IS
NEW?

HOW
ABOUT
THIS?

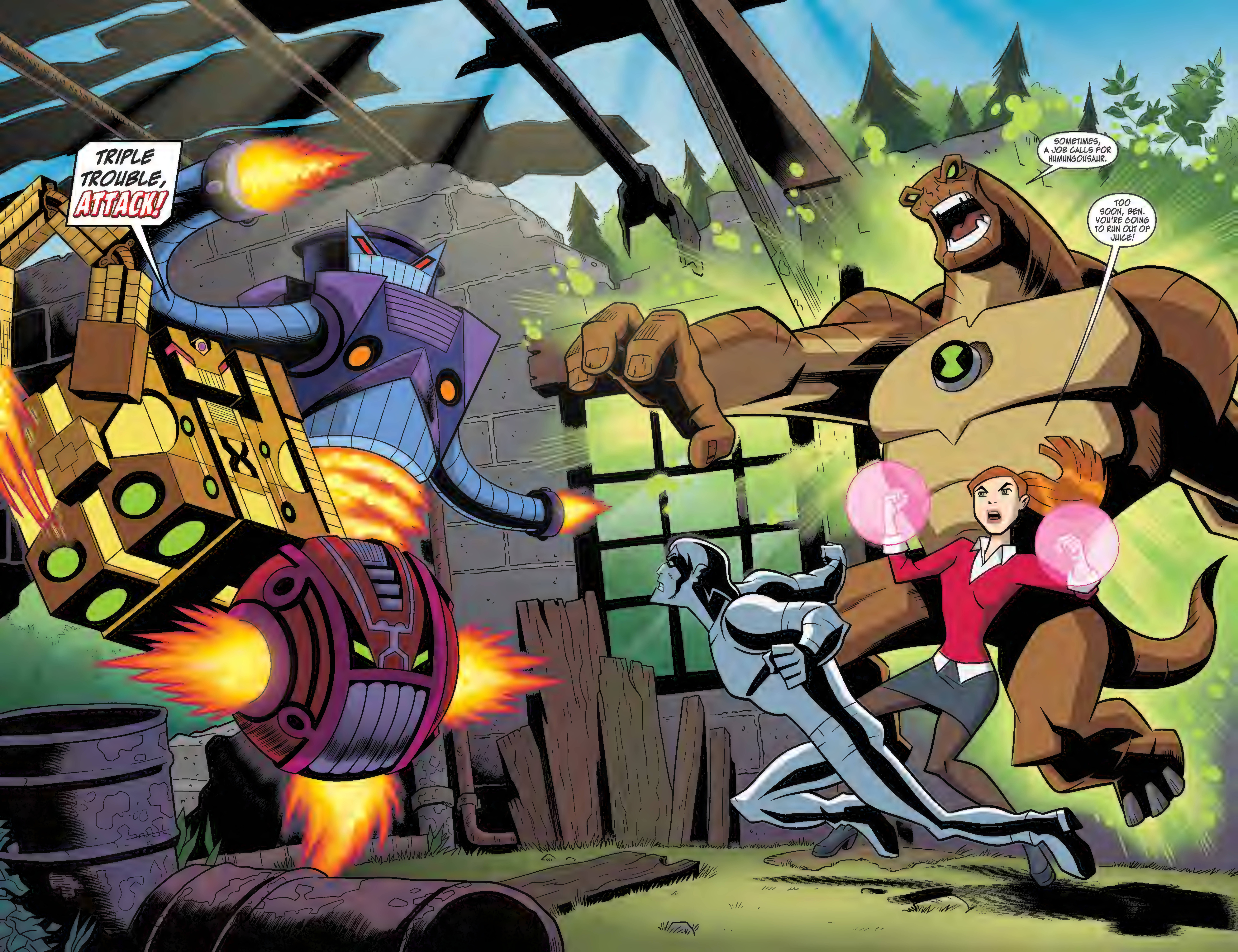
POWERLESS

Marc Bernardin • Story
Mike Cavallaro • Pencils
Dan Davis • Inks
Mike Cavallaro • Colors
Saida Temofonte • Letters
Michael McCallister • Editor

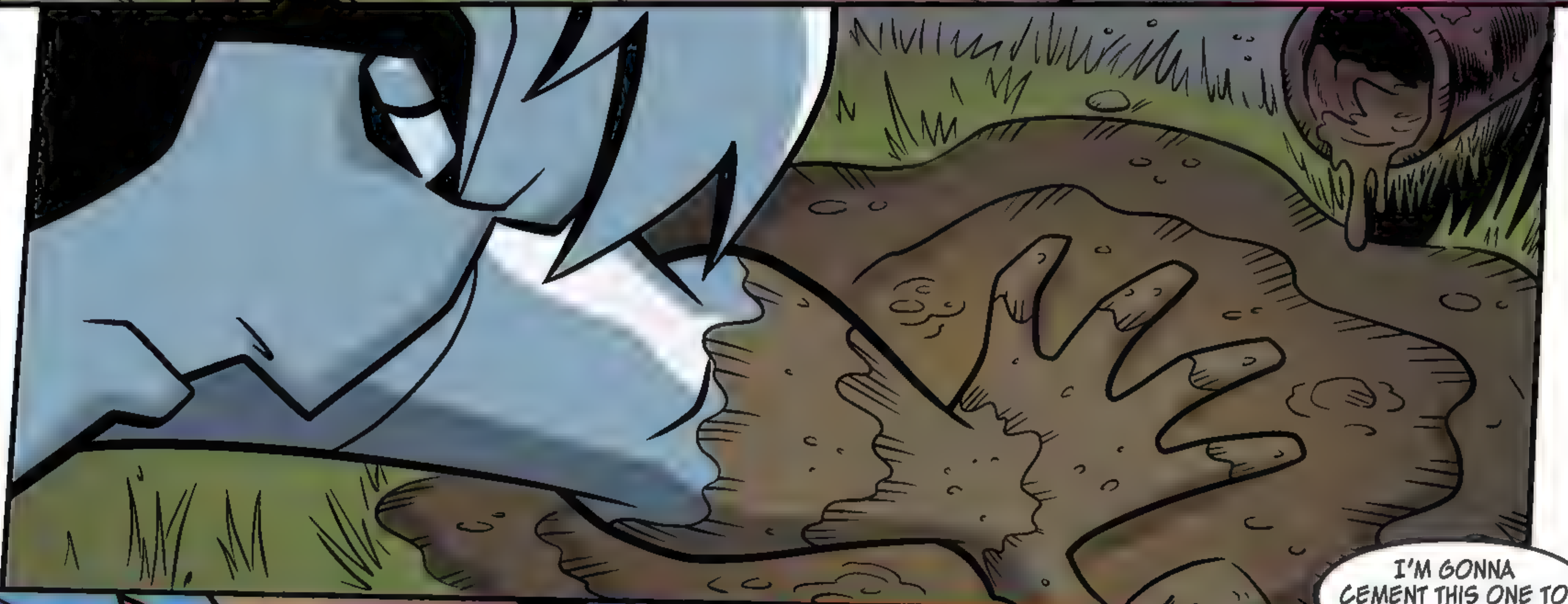
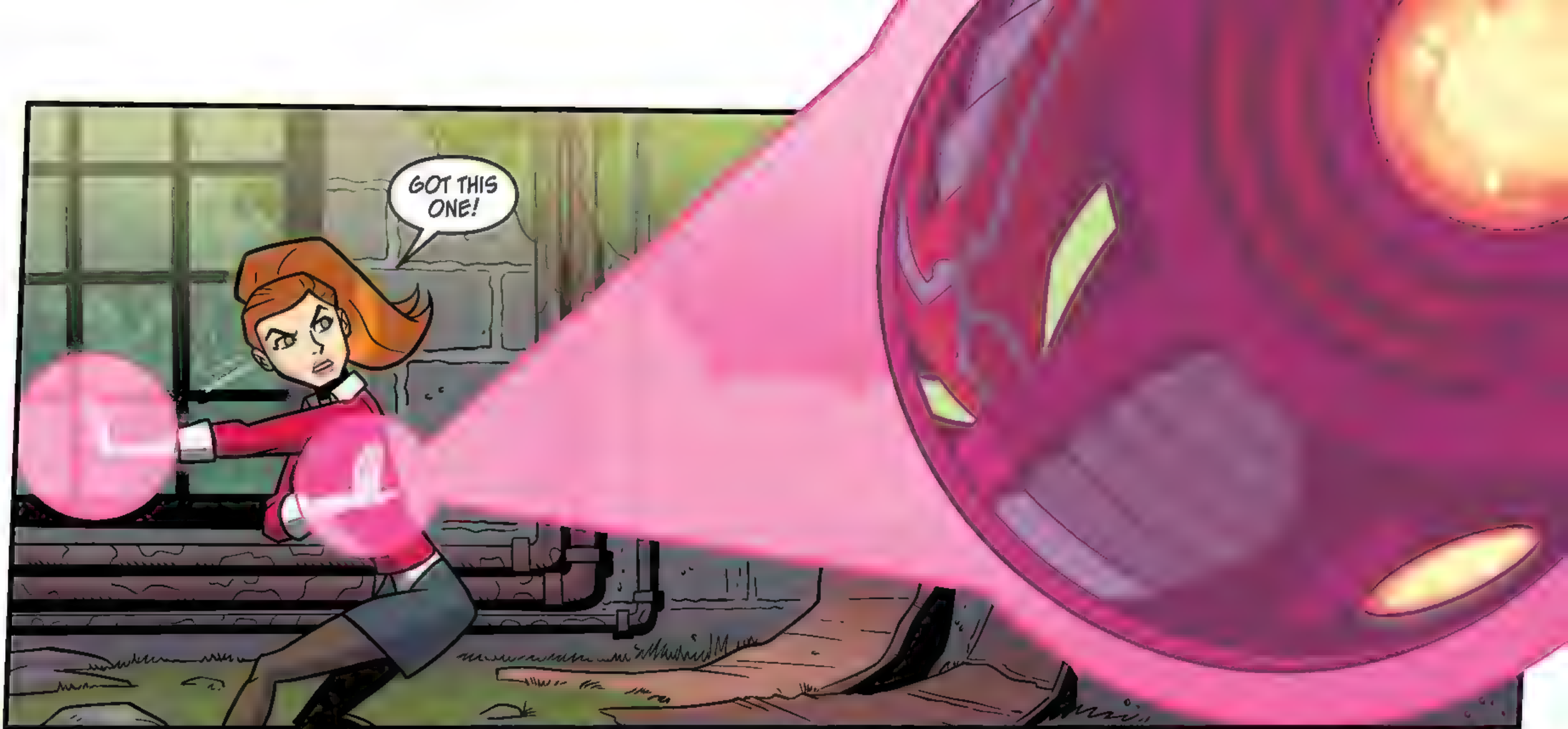
TRIPLE
TROUBLE,
ATTACK!

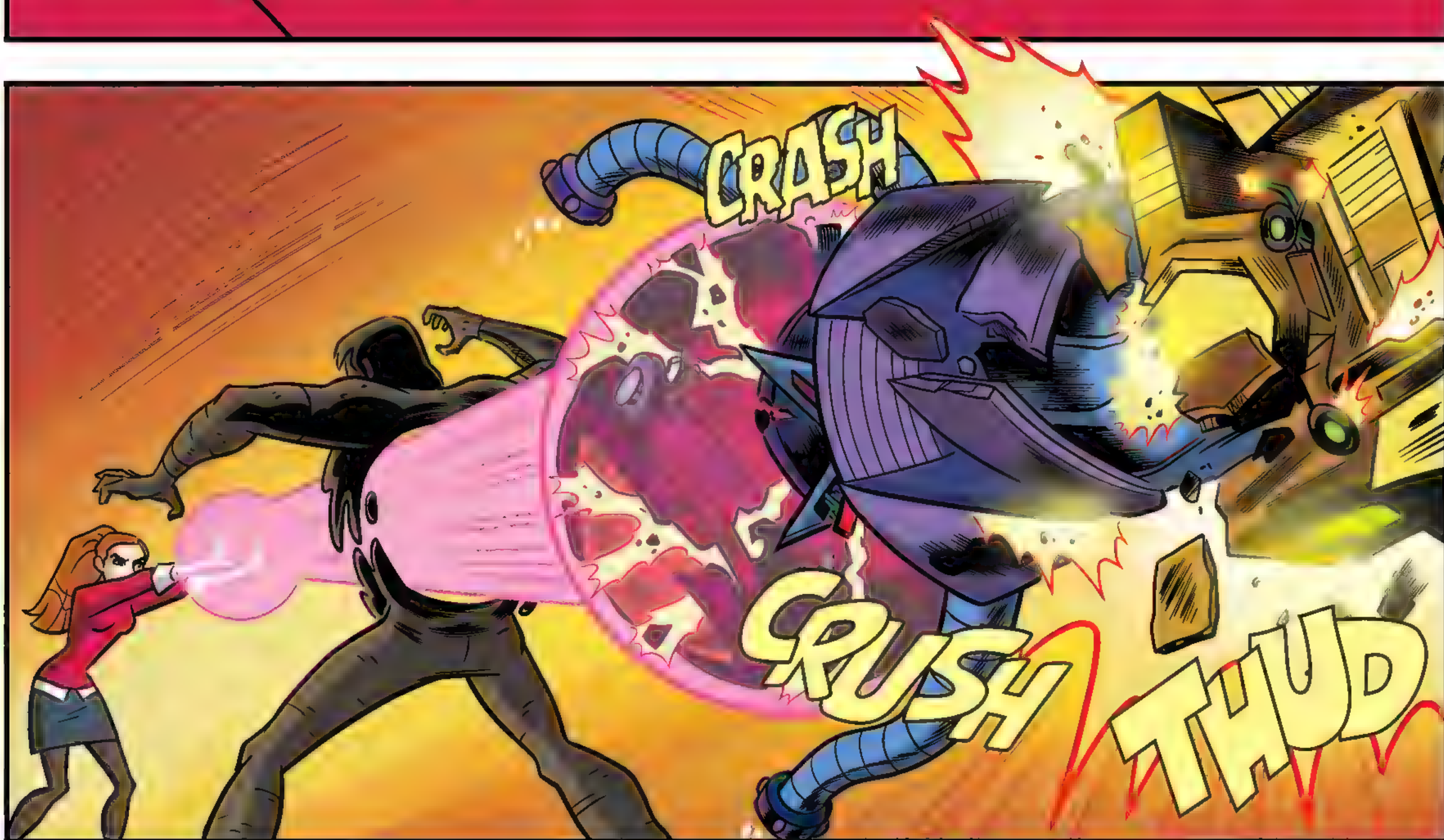
SOMETIMES,
A JOB CALLS FOR
HUMUNGOSAUR.

TOO
SOON, BEN.
YOU'RE GOING
TO RUN OUT OF
JUICE!















"BUT NOTHING.
AND TELL CHARLIE
I SAID HELLO."



YOU MUST
BE BENJAMIN. I'VE
BEEN EXPECTING
YOU.

HOW
DID YOU
KNOW?

I'M CHARLIE
LIEN HO. AND I
AM ATTUNED TO CHI,
THE LIFEFORCE
THAT SURROUNDS
US.



AND YOUR
GRANDFATHER
CALLED. COME.
SIT DOWN.



ARE YOU GOING TO,
YOU KNOW, TEACH
ME HOW TO BEAT
PEOPLE UP?

THE MARTIAL
ARTS ARE ABOUT MORE
THAN THROWING A PUNCH.
IT IS ABOUT AWARENESS--
OF YOUR BODY, YOUR
SURROUNDINGS, OF YOUR
OPPONENT...



SO I'M
JUST SUPPOSED TO
PAY REALLY CLOSE
ATTENTION?

NO. YOU'RE
SUPPOSED TO BE
AWARE. HOW MANY
EXITS TO THIS ROOM?
HOW MANY WEAPONS
ON THE WALLS? WHAT
HAPPENED TO YOUR
TEACHER?













I DON'T...
I DON'T KNOW
WHERE TO
GO.



"ALWAYS
REMEMBER
THERE'S A WAY
OUT..."



SHO-K-SHOCK

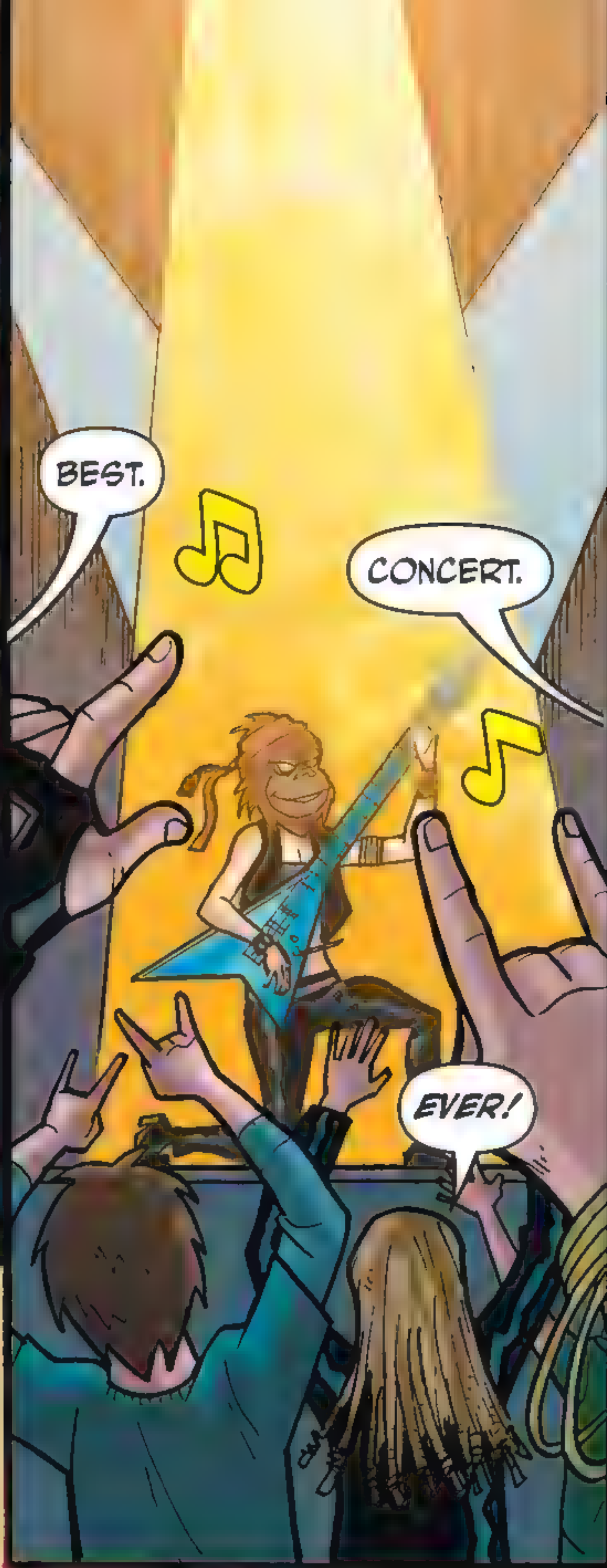
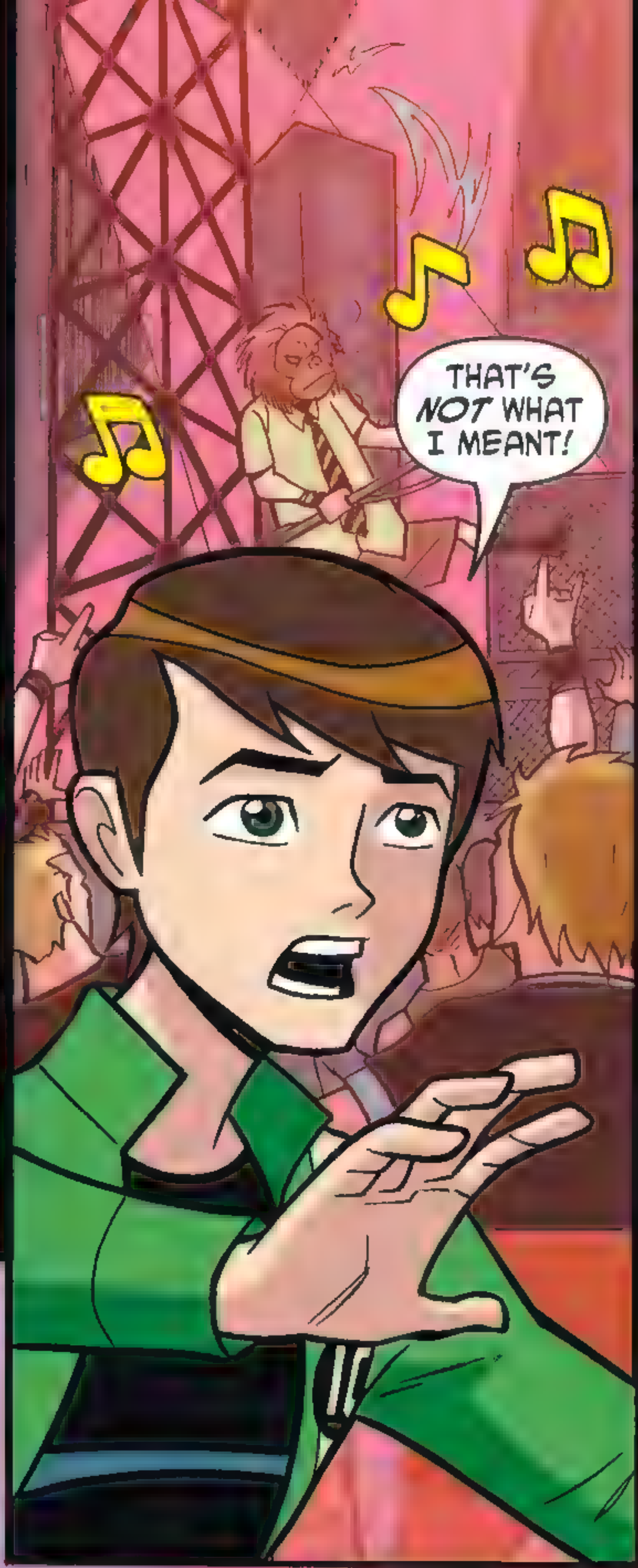
WHEW!



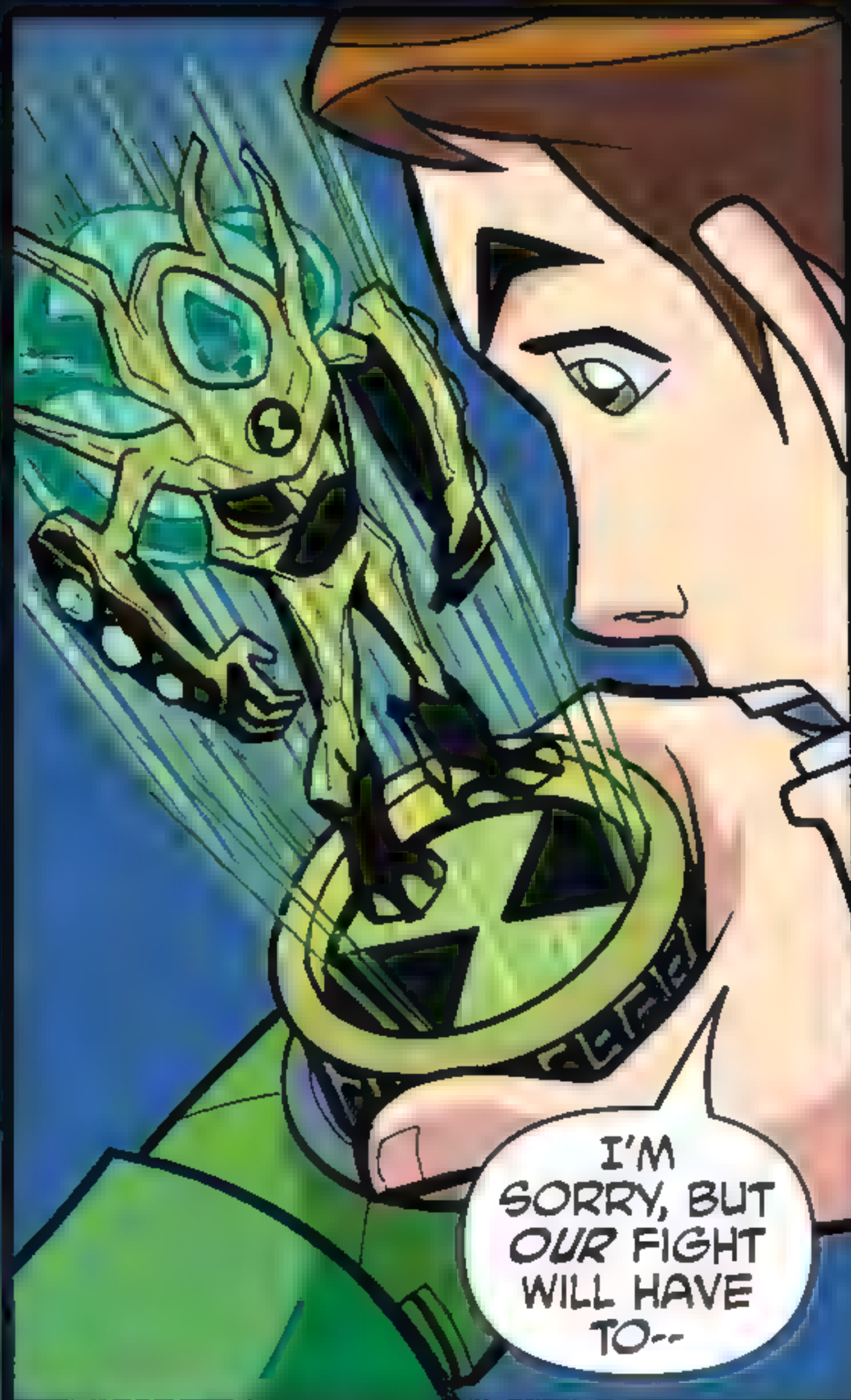
















OKAY, IF DIALING THE ULTIMATRIX SMOOSHED US INTO A SINGLE TWOSOME...

...MAYBE RE-DIALING WILL GIVE US SOME OF THAT TERRIBLE SPACE--

--HEY!

ARE YOU KIDDING?

THE ULTIMATRIX ISN'T SUPPOSED TO BE COMPATIBLE WITH ME TO BEGIN WITH.

OH, ARE WE ON *THIS* AGAIN?

BEN, WHAT'S TO STOP IT FROM SHATTERING US INTO A MILLION LITTLE PIECES AFTER THAT WEIRD BLAST?

WHAT? NOW YOU'RE GIVING ME THE SILENT TREATMENT?

AGGREGOR BROUGHT US TOGETHER--

--MAYBE HE CAN MEDIATE OUR *BREAK-UP*!

BEN, DON'T!

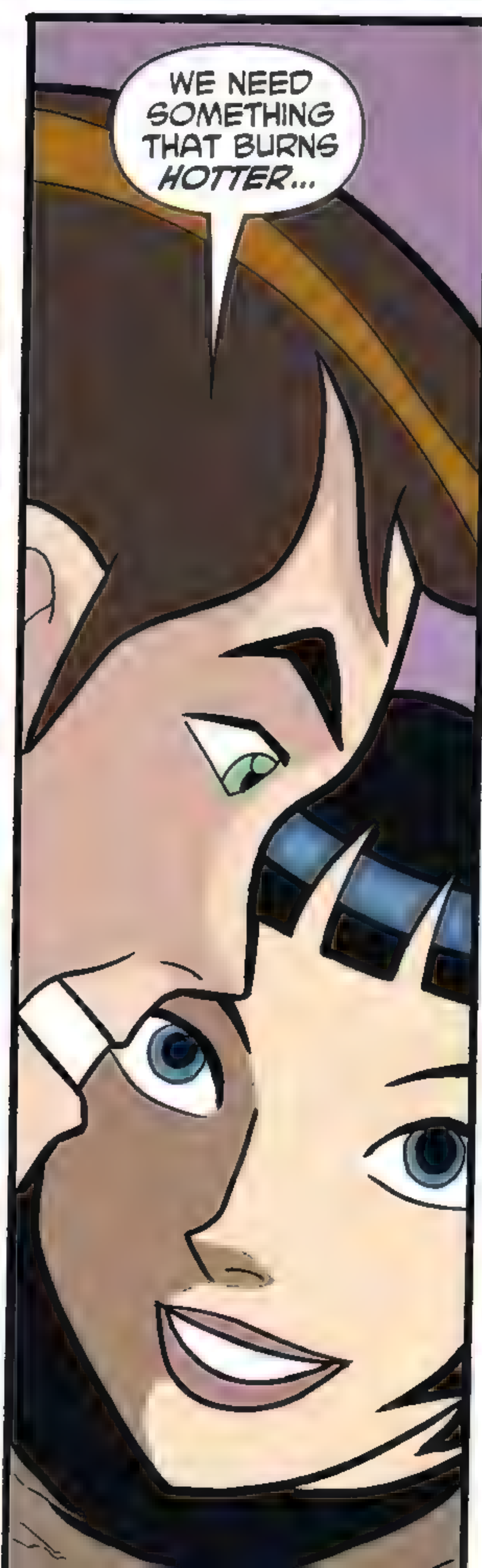
YOU... *WE* COULD HURT ALL THOSE PEOPLE!

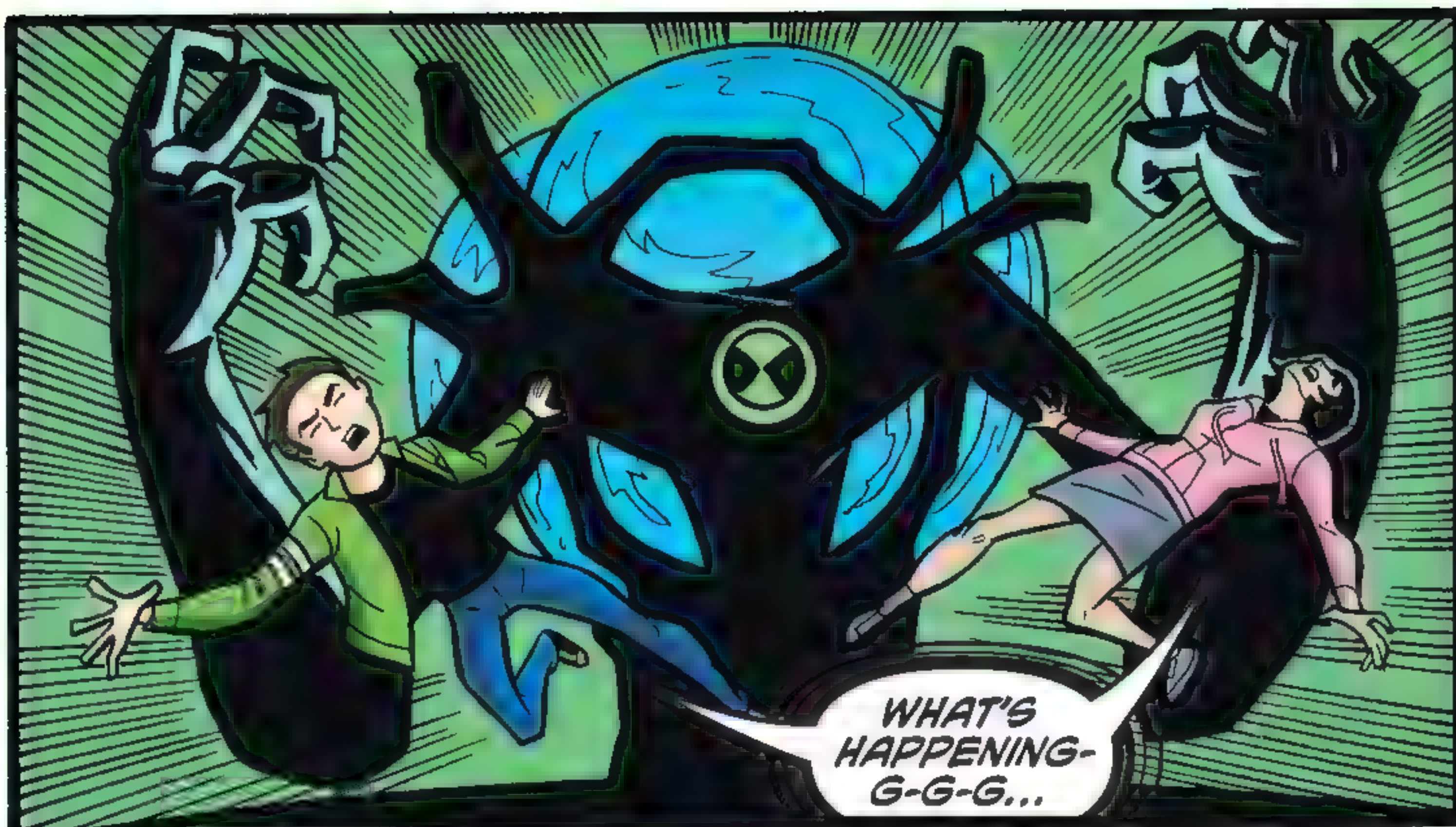
AH, BEN TENNYSON...

...HERE WE ARE AGAIN--

--SAME OLD SONG AND DANCE!

WANG!





WHAT'S
HAPPENING--
G-G-G...



I'M
REALLY
SORRY,
JULIE--

STOP
TALKING.

WHAT ABOUT
AGGREGOR?

WELL,
I DON'T
KNOW ABOUT
YOU...

...BUT TWO'S
COMPANY--



--AND ANY
MORE THAN
THAT'S A
CROWD.

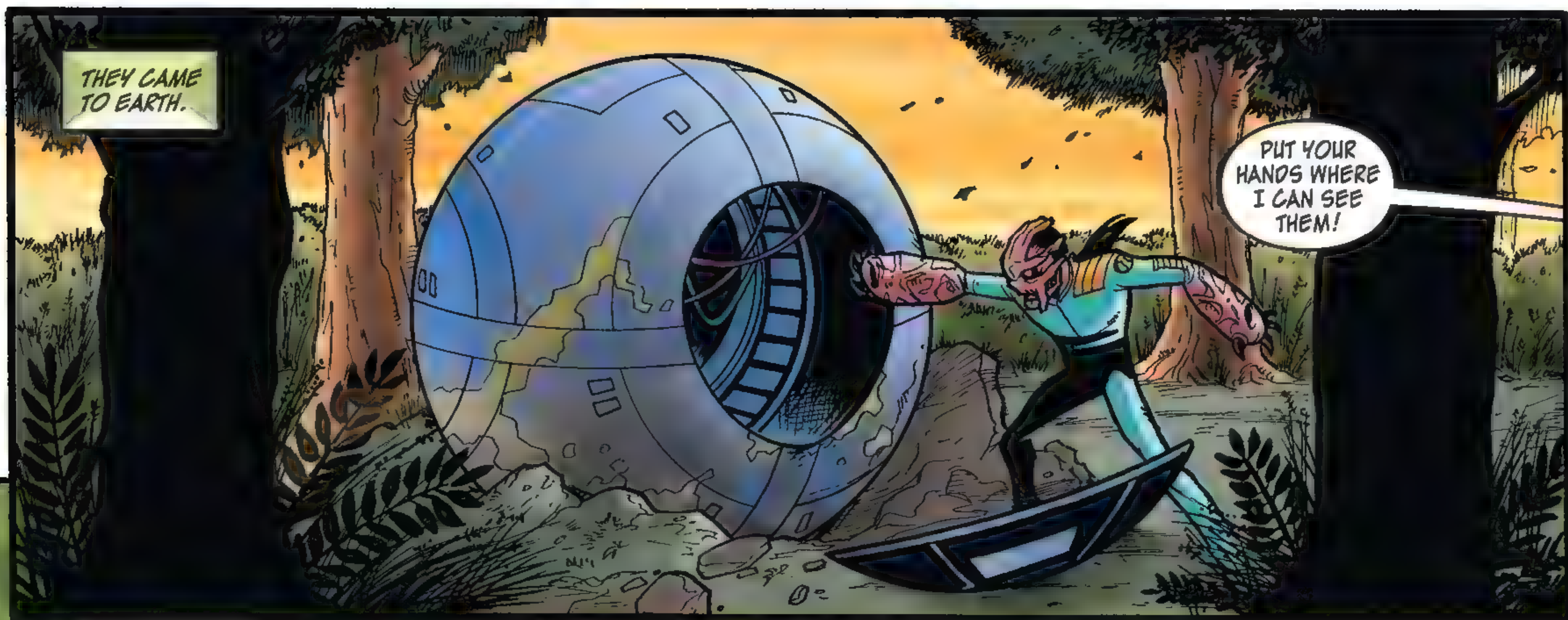
YOU'RE
TALKING
AGAIN...

END!



AN ALIEN PRISON SHIP RAN INTO ENGINE PROBLEMS. A COUPLE CONVICTS DECIDED TO MAKE A BREAK FOR IT.

THEY MADE A MISTAKE.



THEY CAME TO EARTH.

PUT YOUR HANDS WHERE I CAN SEE THEM!

AT LEAST I THINK THOSE ARE HANDS. SINCE YOU'RE ALIEN, I GUESS THEY COULD BE FEET OR A NOSE OR SOMETHING.

DO US A FAVOR AND SURRENDER.

GWEN TENNYSON.
BEN'S COUSIN.
LOADED WITH ANODYTE ENERGY POWERS.

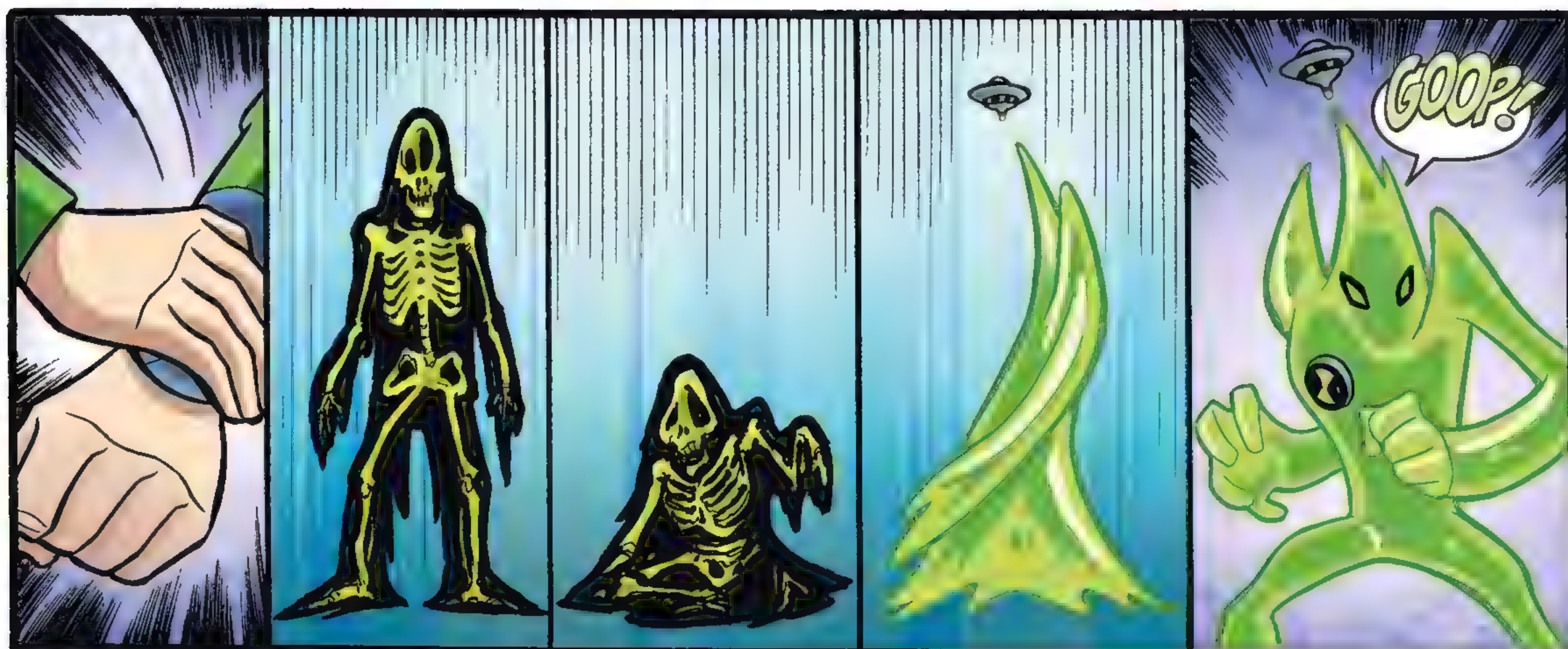
BEN TENNYSON.
THE OMNITRIX LETS HIM TRANSFORM INTO ALIENS.

KEVIN LEVIN.
ABSORBS MATERIALS. HITS STUFF HARD.



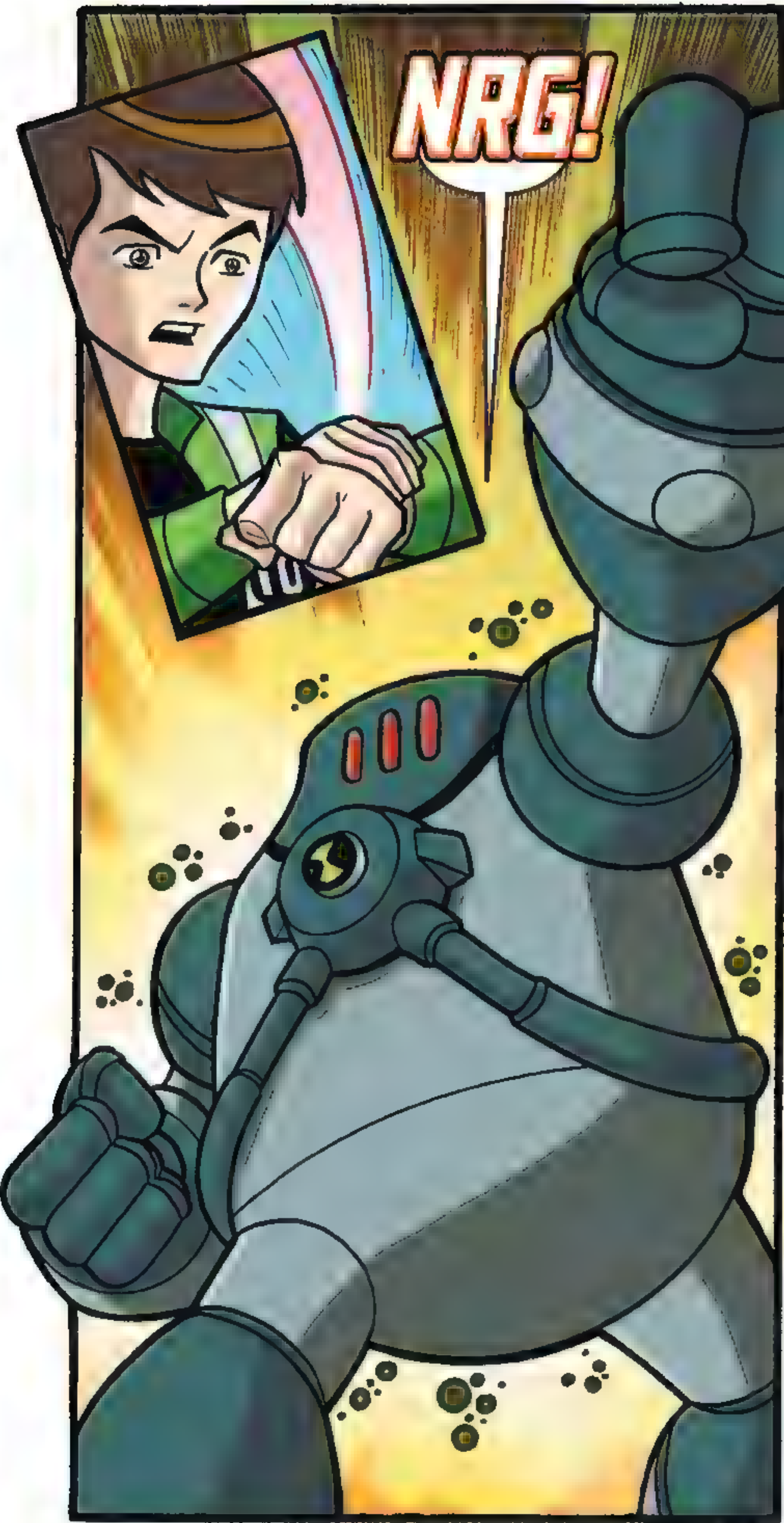
JAIL BREAK

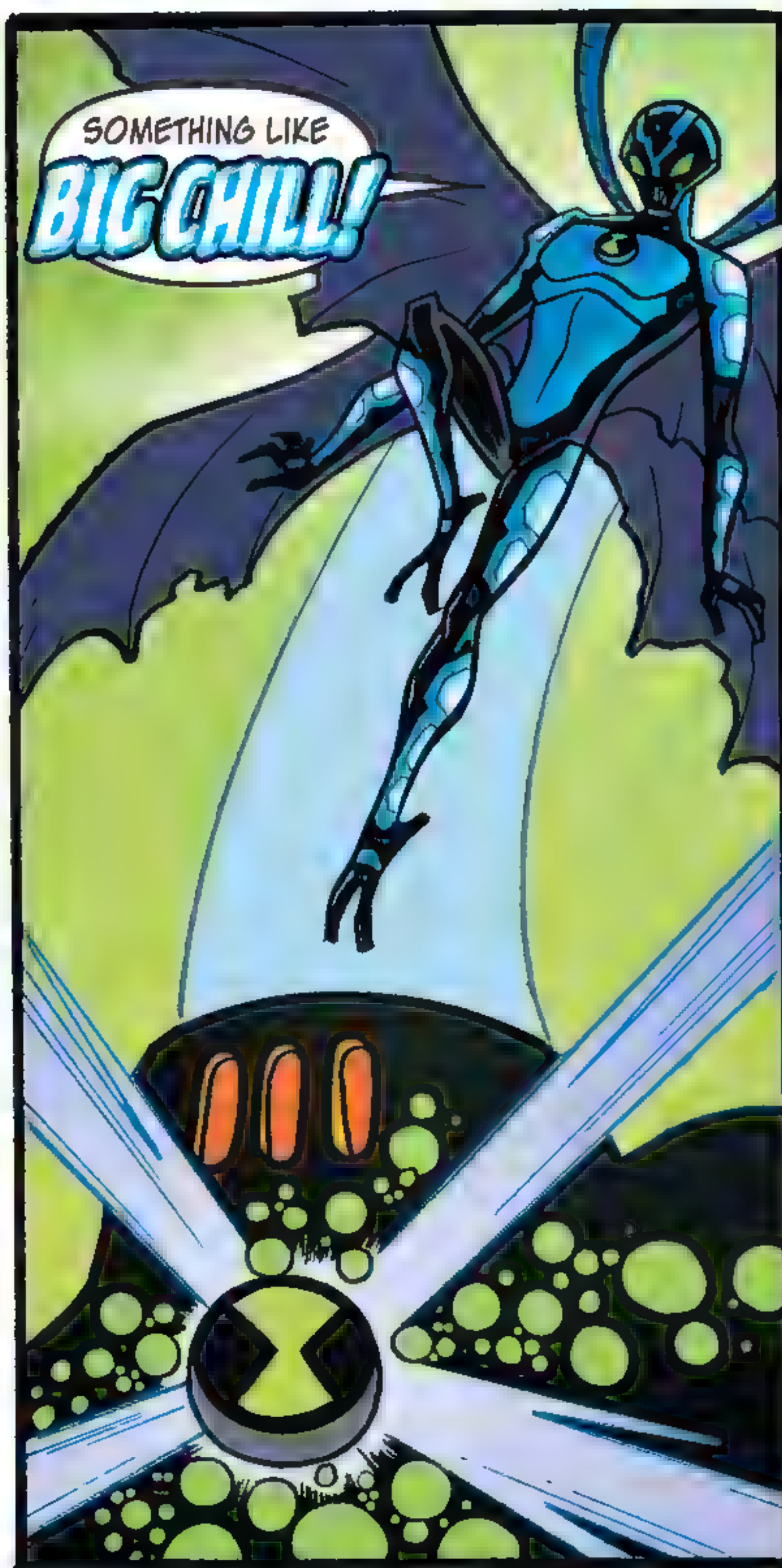
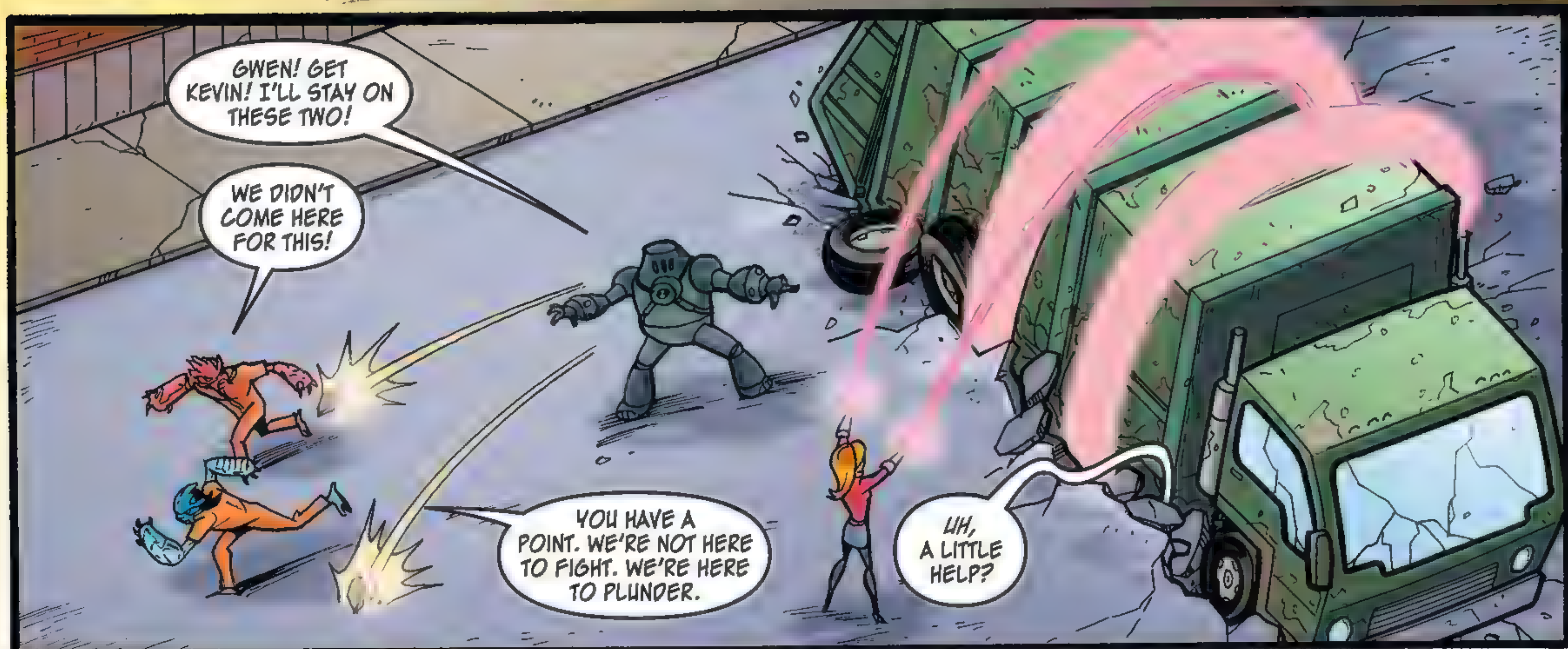
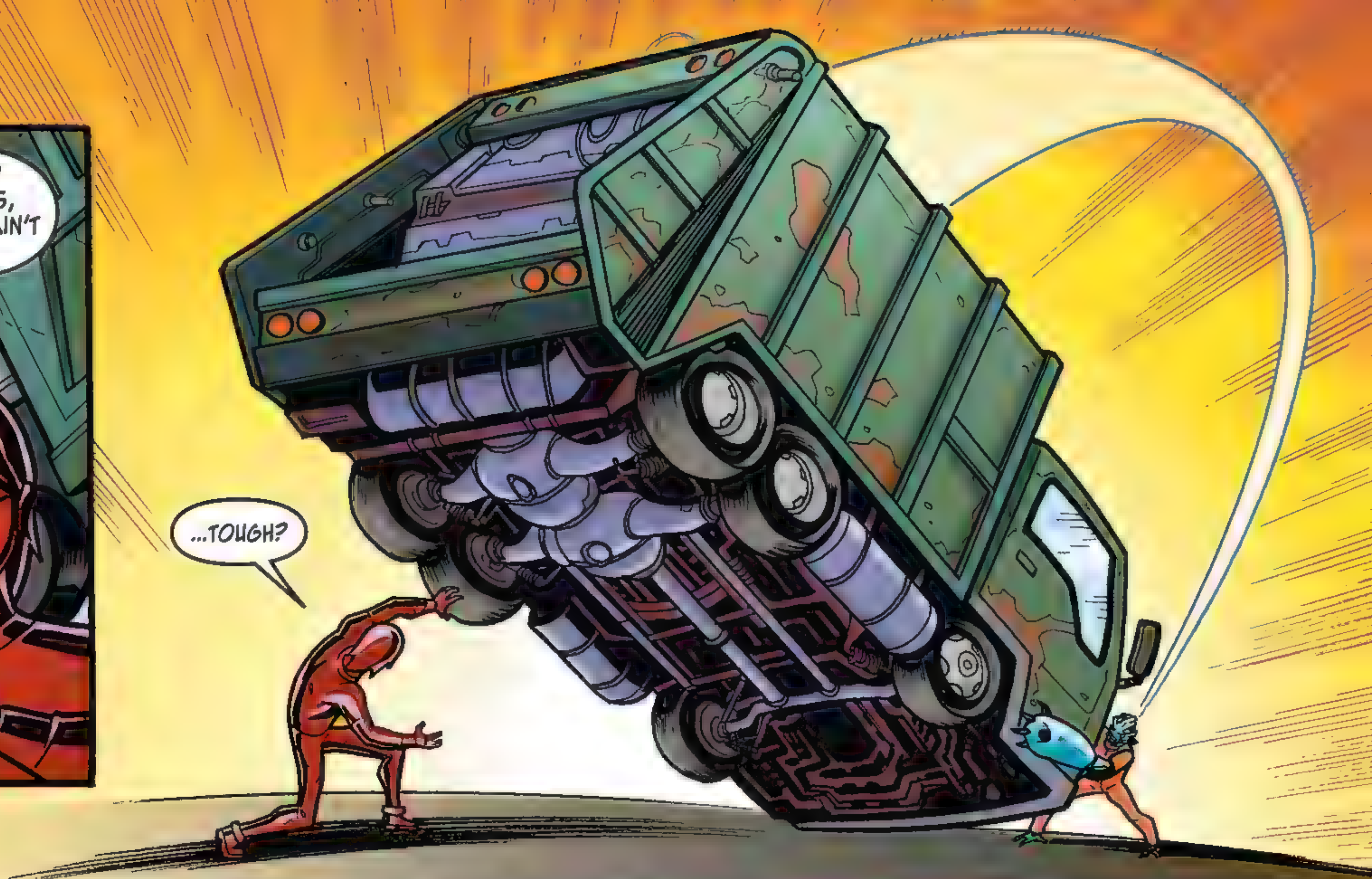
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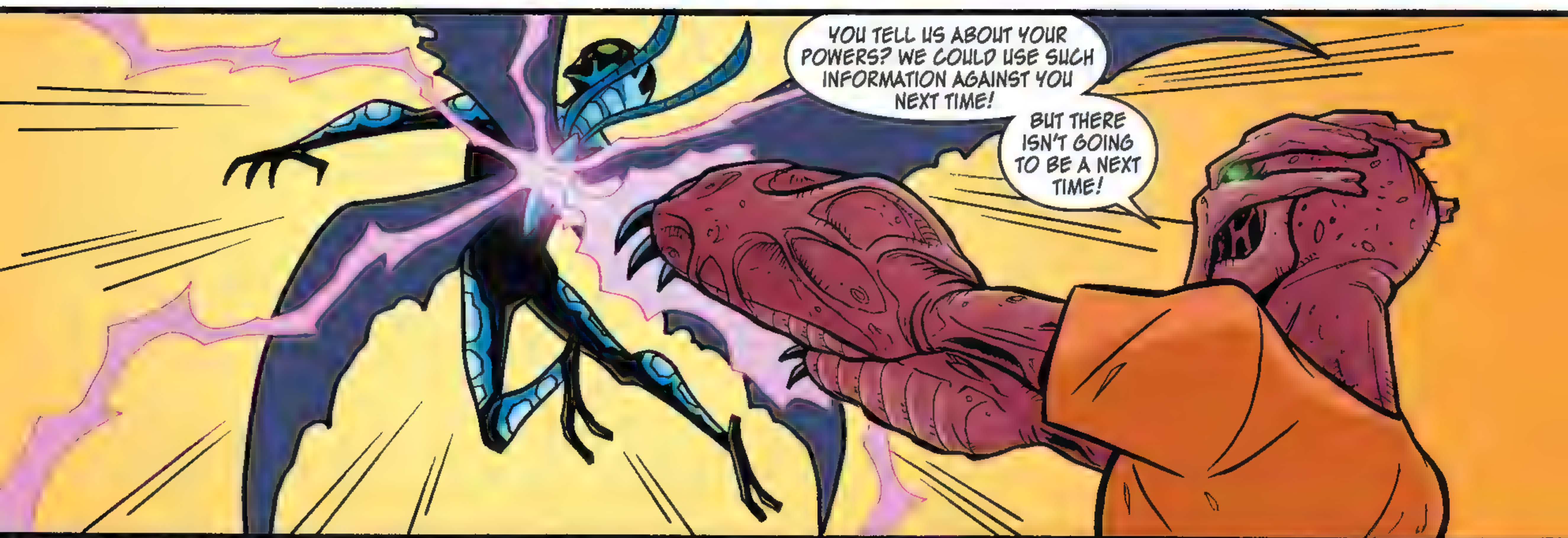












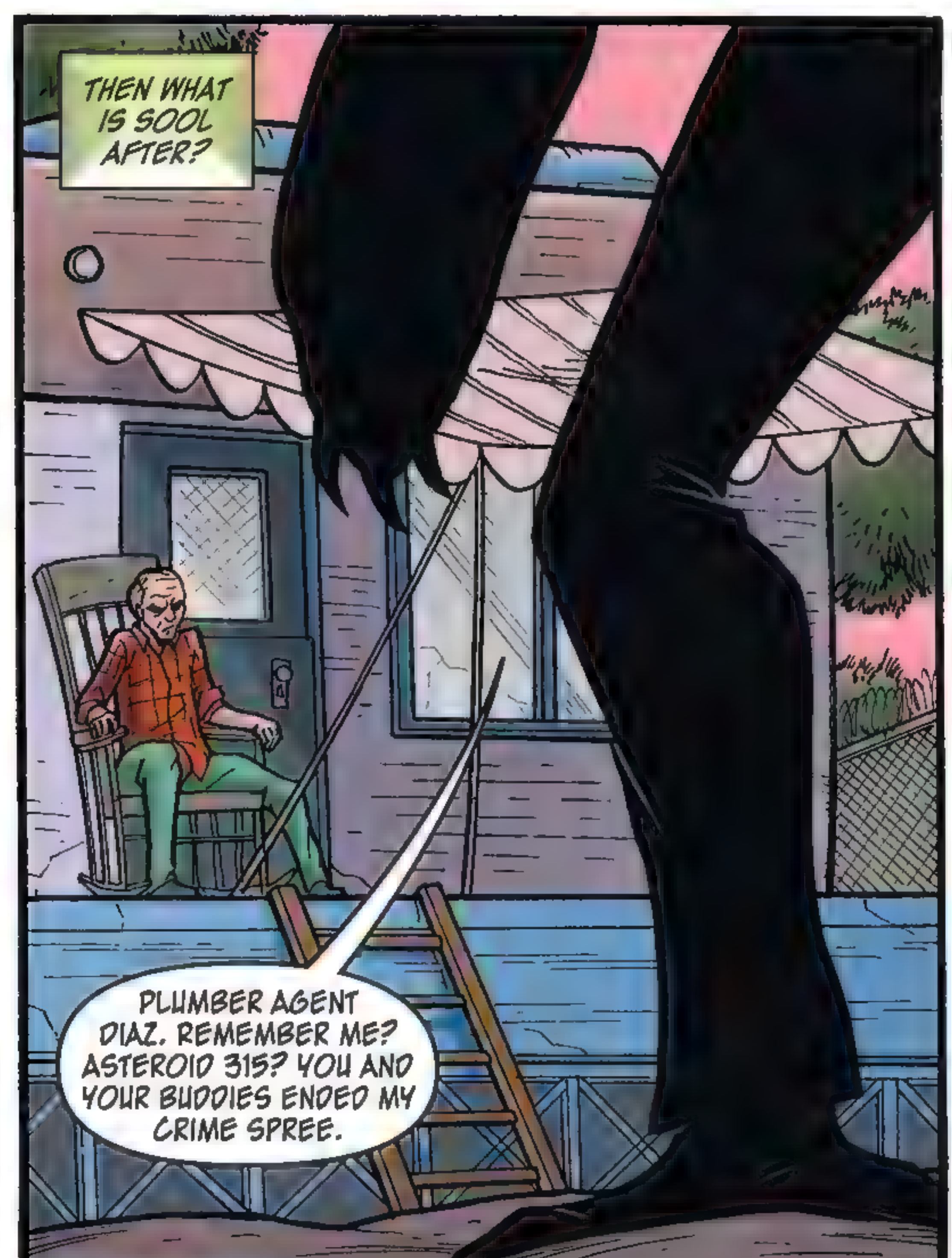
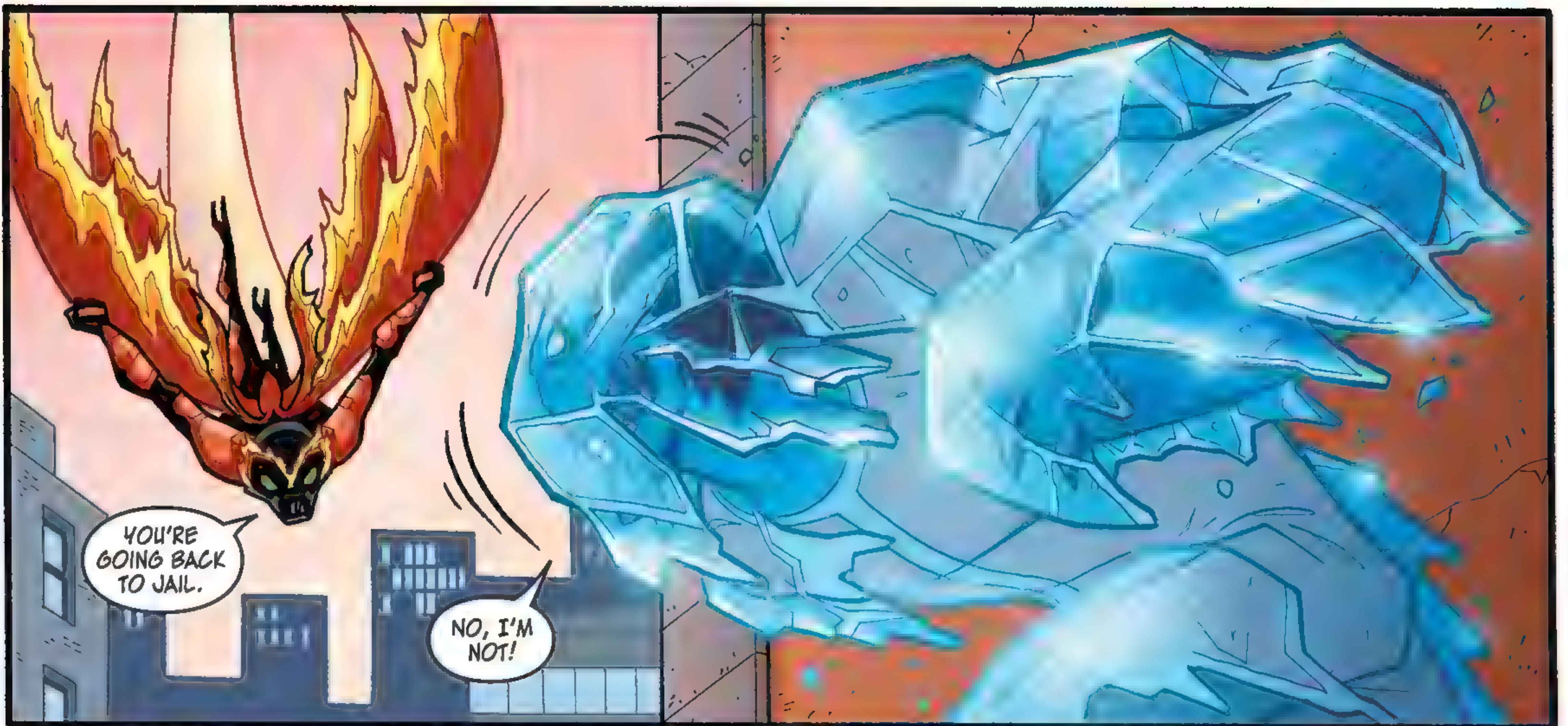
JUST
YOU AND ME.
YOU AND...

...ULTIMATE
BIG CHILL!



YOU
WERE RIGHT
ABOUT ONE
THING.

THERE
ISN'T GOING
TO BE A NEXT
TIME!





I CAME CLOSE TO KILLING YOU THAT DAY. I DON'T KNOW HOW YOU MANAGED TO SURVIVE. AND WHEN YOU ARRESTED ME, YOU SAID SOMETHING TO ME.

YOU SAID, "SOMEDAY YOU'LL THANK ME FOR THIS."

AND YOU WERE RIGHT.



I'M SERVING MY LIFETIME SENTENCE AND I'VE HAD TIME TO THINK. TO THINK ABOUT HOW I'VE WASTED MY LIFE. AND HOW I'VE GOTTEN WHAT I DESERVE.

BY PUTTING ME AWAY, YOU KEPT ME FROM HURTING OTHER PEOPLE. YOU MADE ME REALIZE THAT MY LIFE WAS ON THE WRONG PATH.



MY BODY MAY BE IN PRISON, BUT MY SOUL IS FREE. YOU SAVED MY SOUL.

THANK YOU.

DO YOU NEED MORE TIME?

NO. I SAID WHAT I NEEDED TO SAY. I'M READY TO GO NOW.



ALL OF THIS WAS SO YOU COULD SAY THANK YOU.

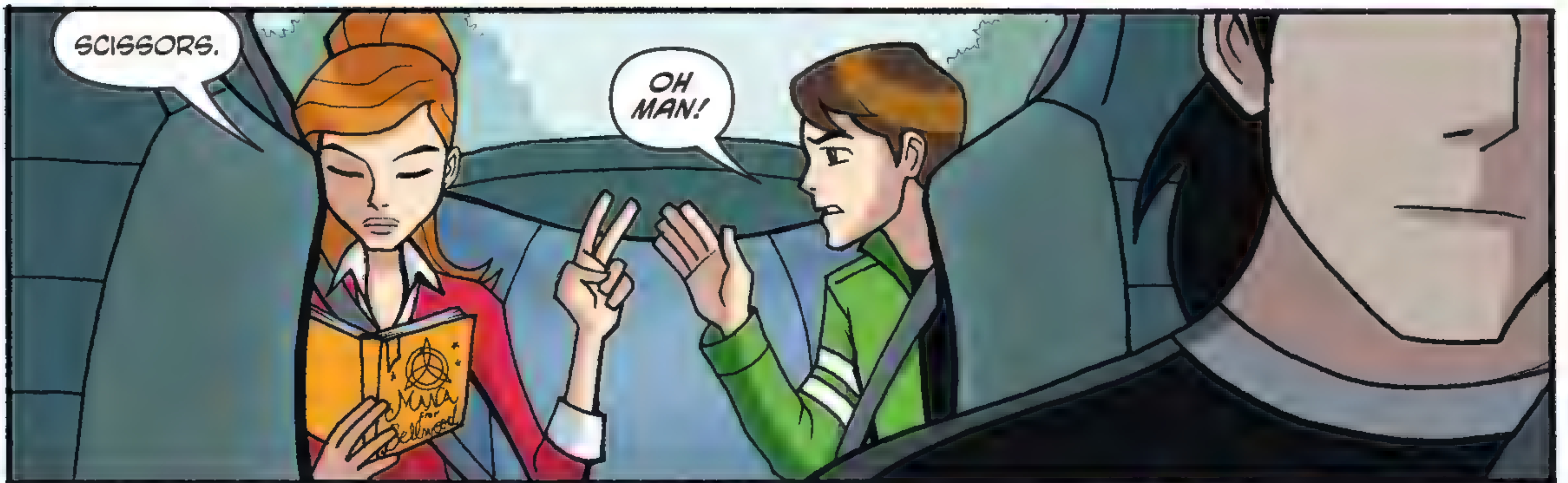
WHEN GONTU MADE HIS ESCAPE, I WENT ALONG BECAUSE I KNEW I'D NEVER HAVE THIS OPPORTUNITY AGAIN.

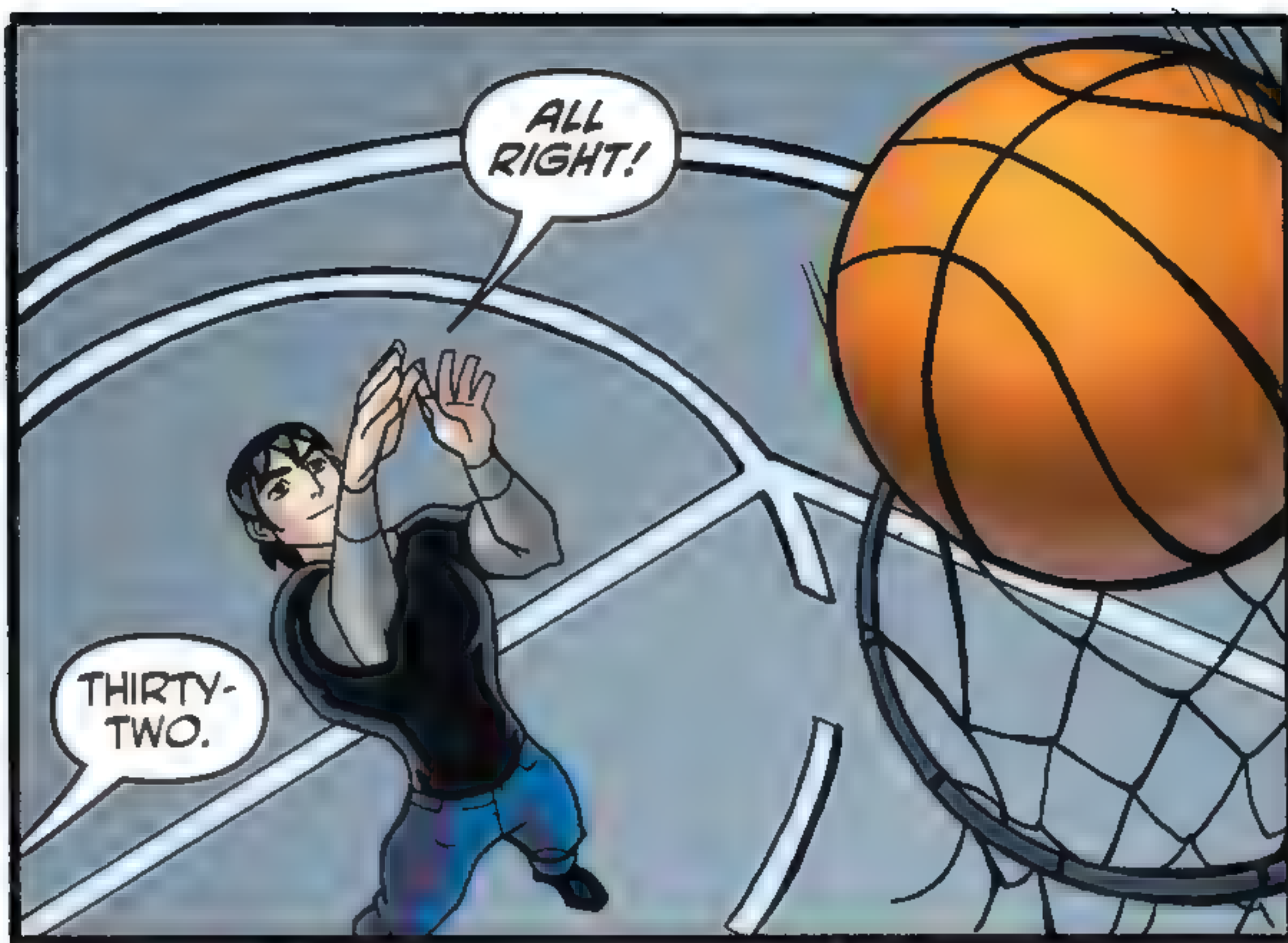
I WANTED TO THANK HIM TO HIS FACE.



"I THINK IT WAS WORTH IT."

THE END







MAYBE...
...MAYBE NOT.

FOUR ARMS.



I AM *GLADIATOR!*
JOURNEY WARRIOR
FROM THE
STARS!

AS A
MATTER OF
HONOR I WILL DO
BATTLE WITH THE
CHAMPION OF THE
ULTIMATRIX--

IN A FORM OF
COMBAT OF HIS
CHOOSING!



URFF!

WHUMP

GREETINGS,
KEVIN AND
GWENDOLYN--
YOU MAY STAY AS
SPECTATORS IF
YOU WISH.

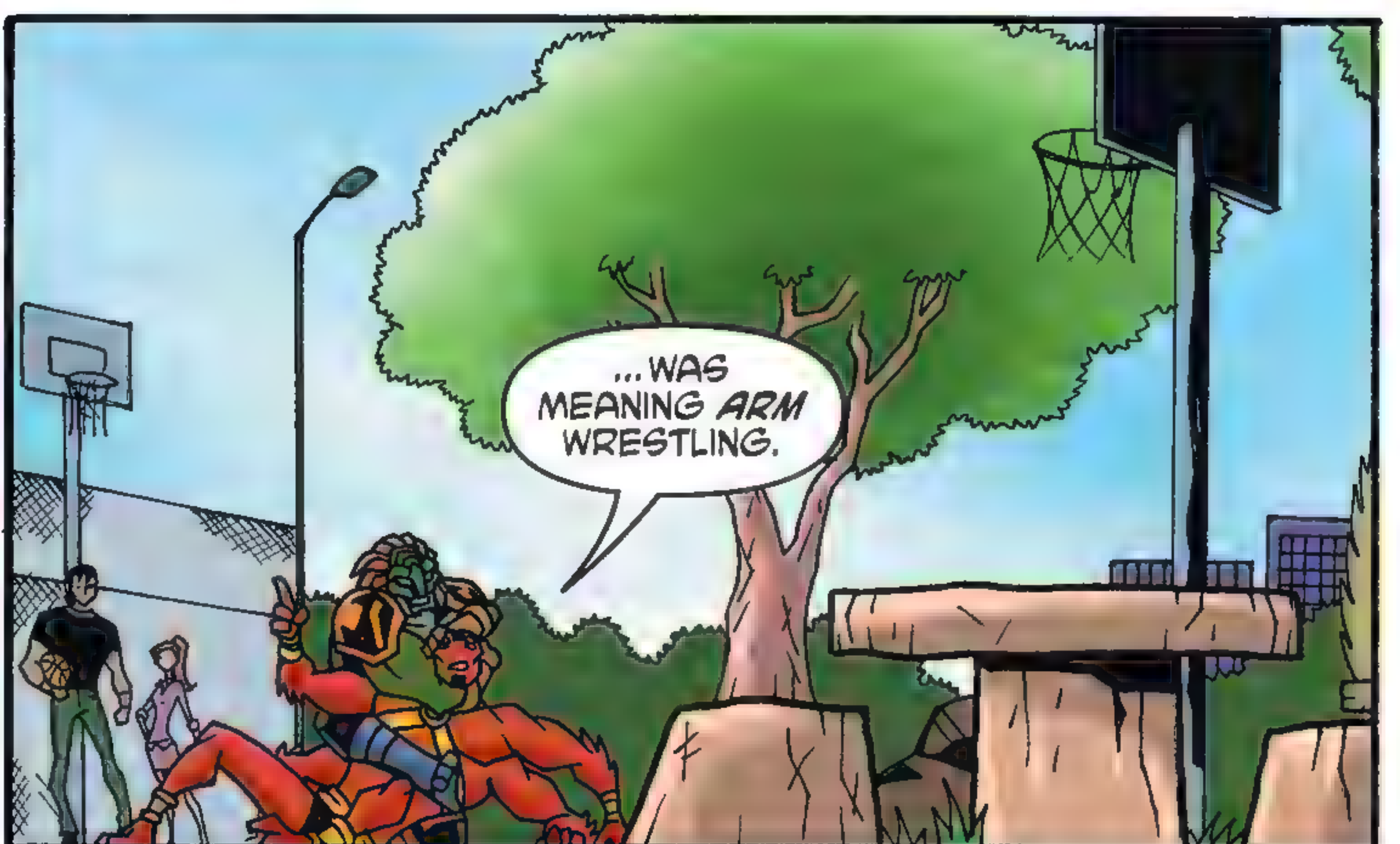
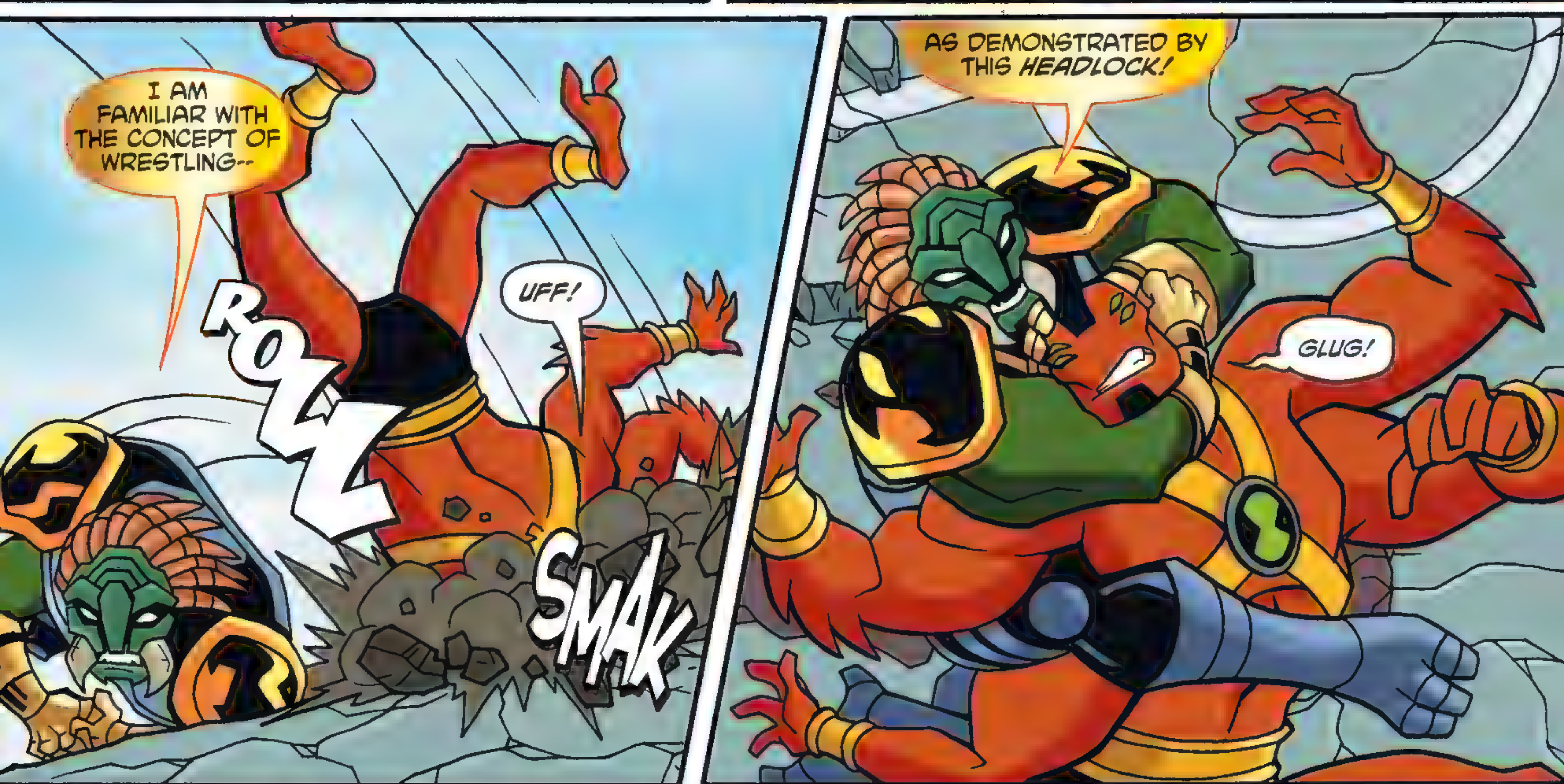


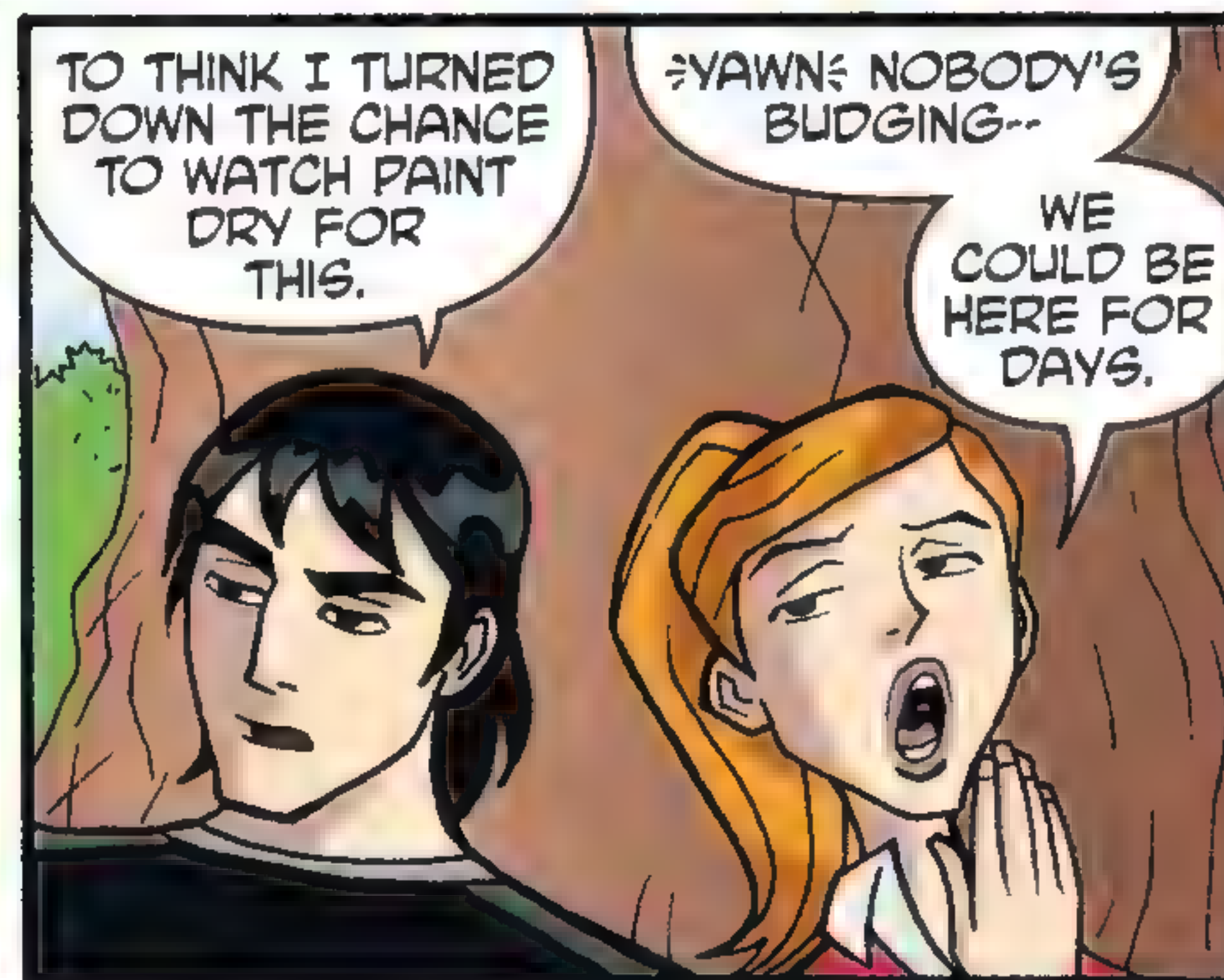
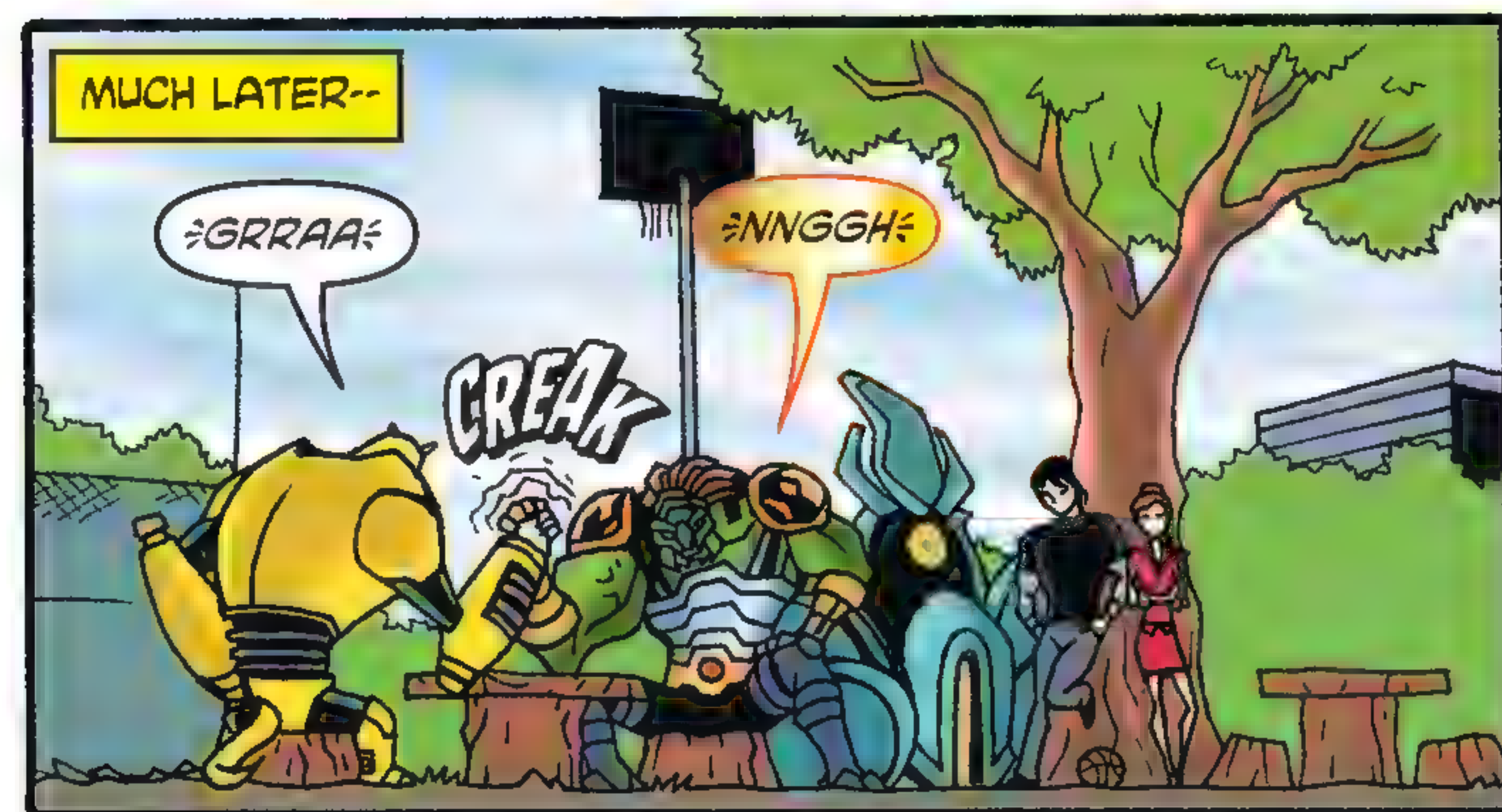
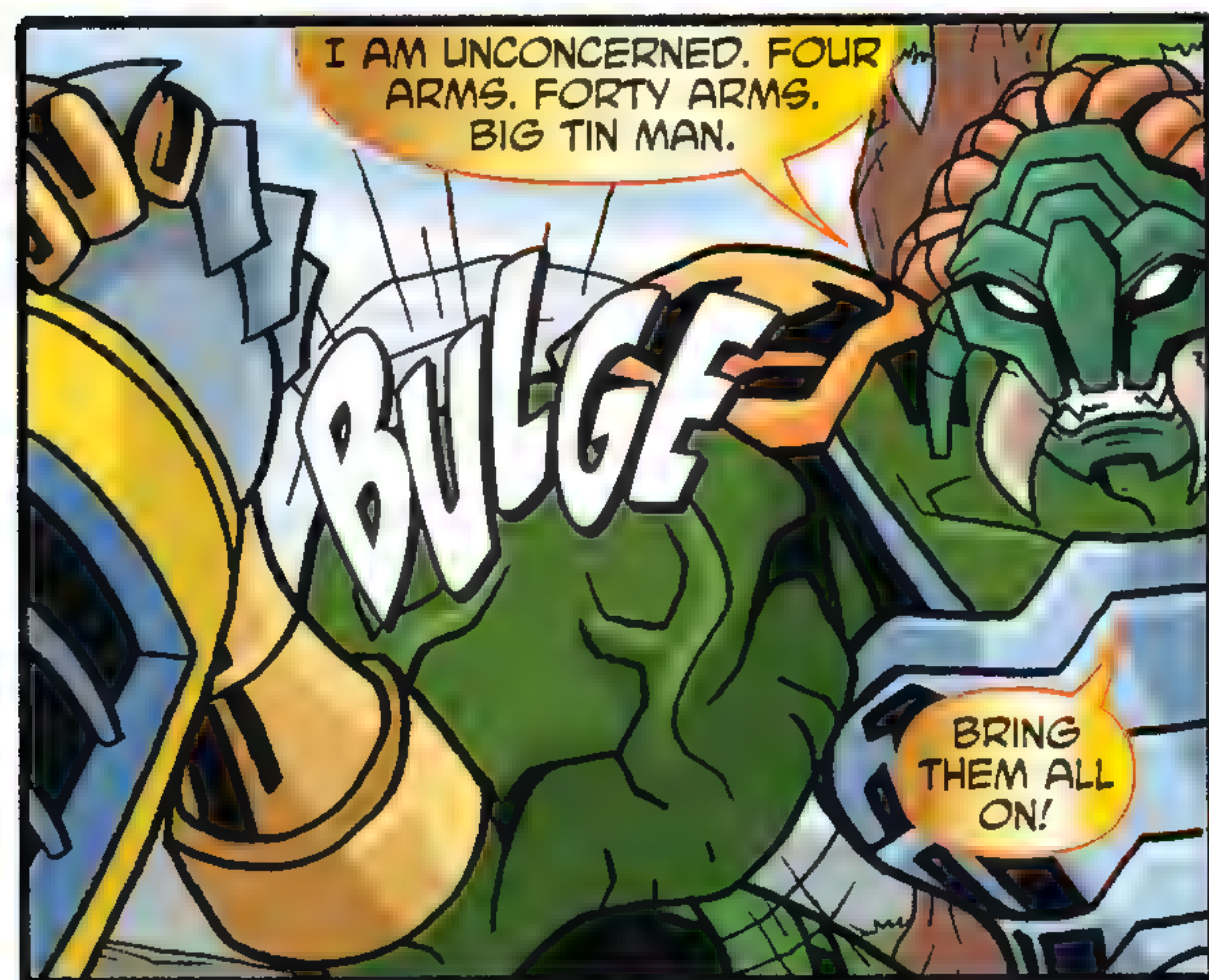
UMM...

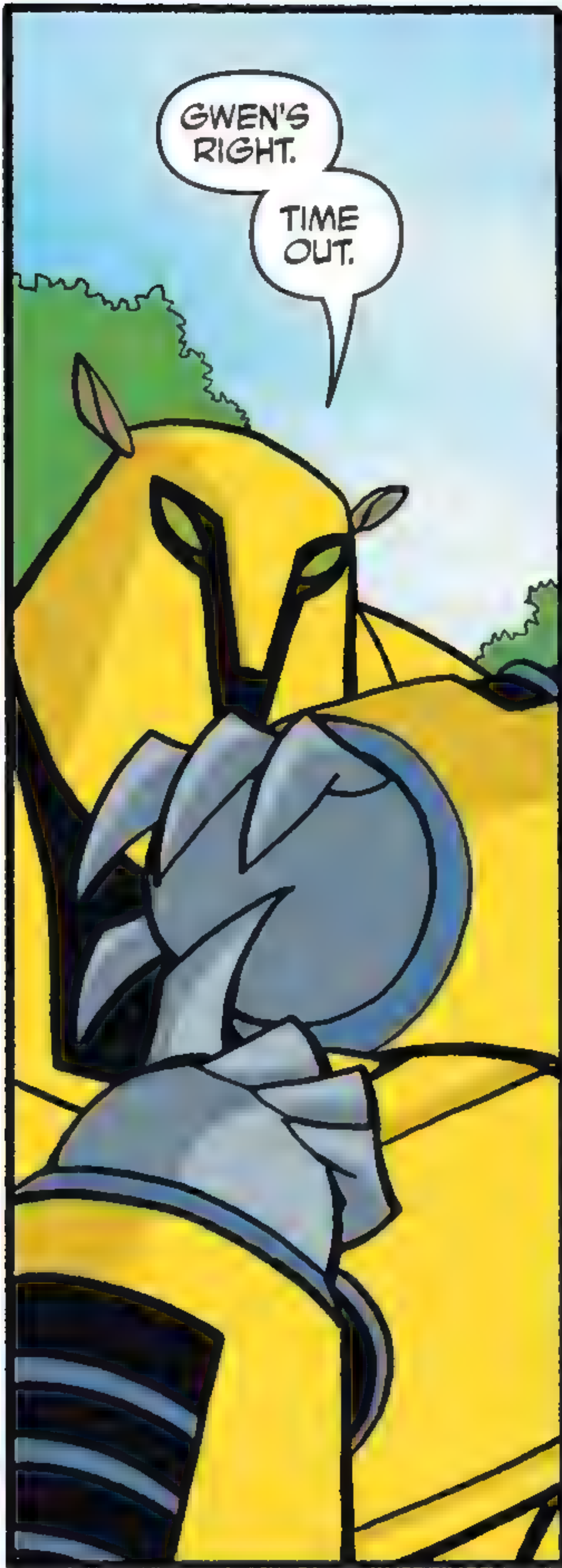
YEH, WHY
NOT?
HEH.



MY CHOICE OF
COMBAT, YOU
SAY?

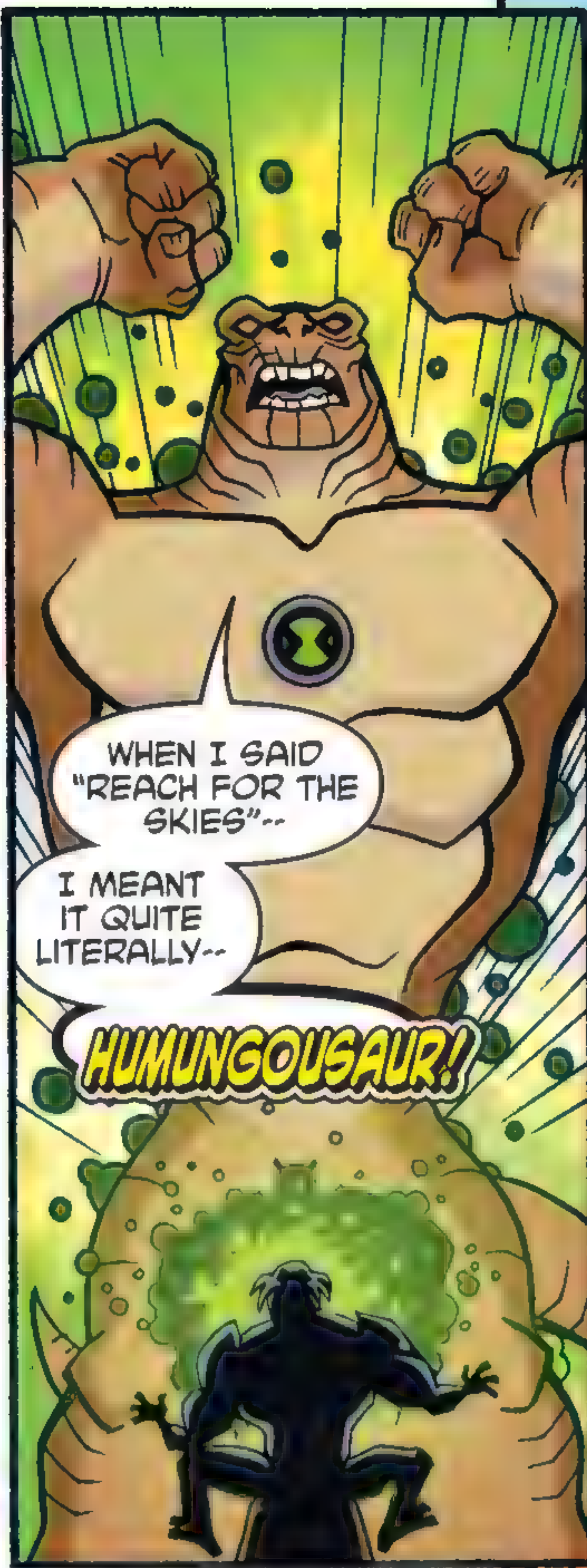






GWEN'S RIGHT.

TIME OUT.



WHEN I SAID "REACH FOR THE SKIES"--

I MEANT IT QUITE LITERALLY--

HUMUNGOUSAUR!



ONE CLOSEST TO THE SKY WINS!



HA HA--IMPRESSIVE--
GROWING TO ALL OF
SIXTY HUMAN FEET!

HOW CAN
A HUMBLE
GLADIATOR POSSIBLY
COMPETE WITH
THAT?



TOUCHE.



GARGGH!

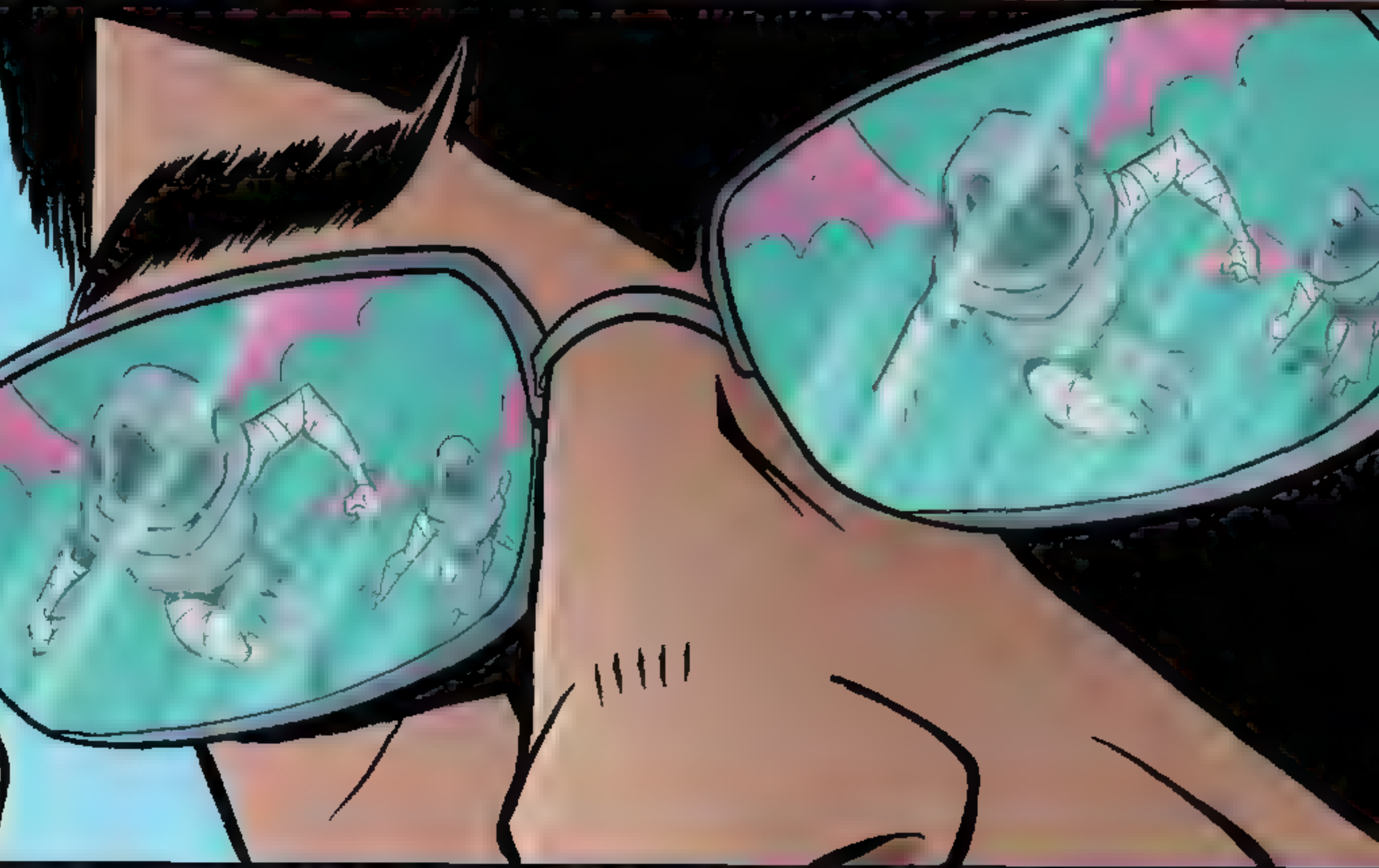
AWW MAN,
THIS ISN'T WORKING
EITHER--AND I'M
CLEAN OUT OF
IDEAS!

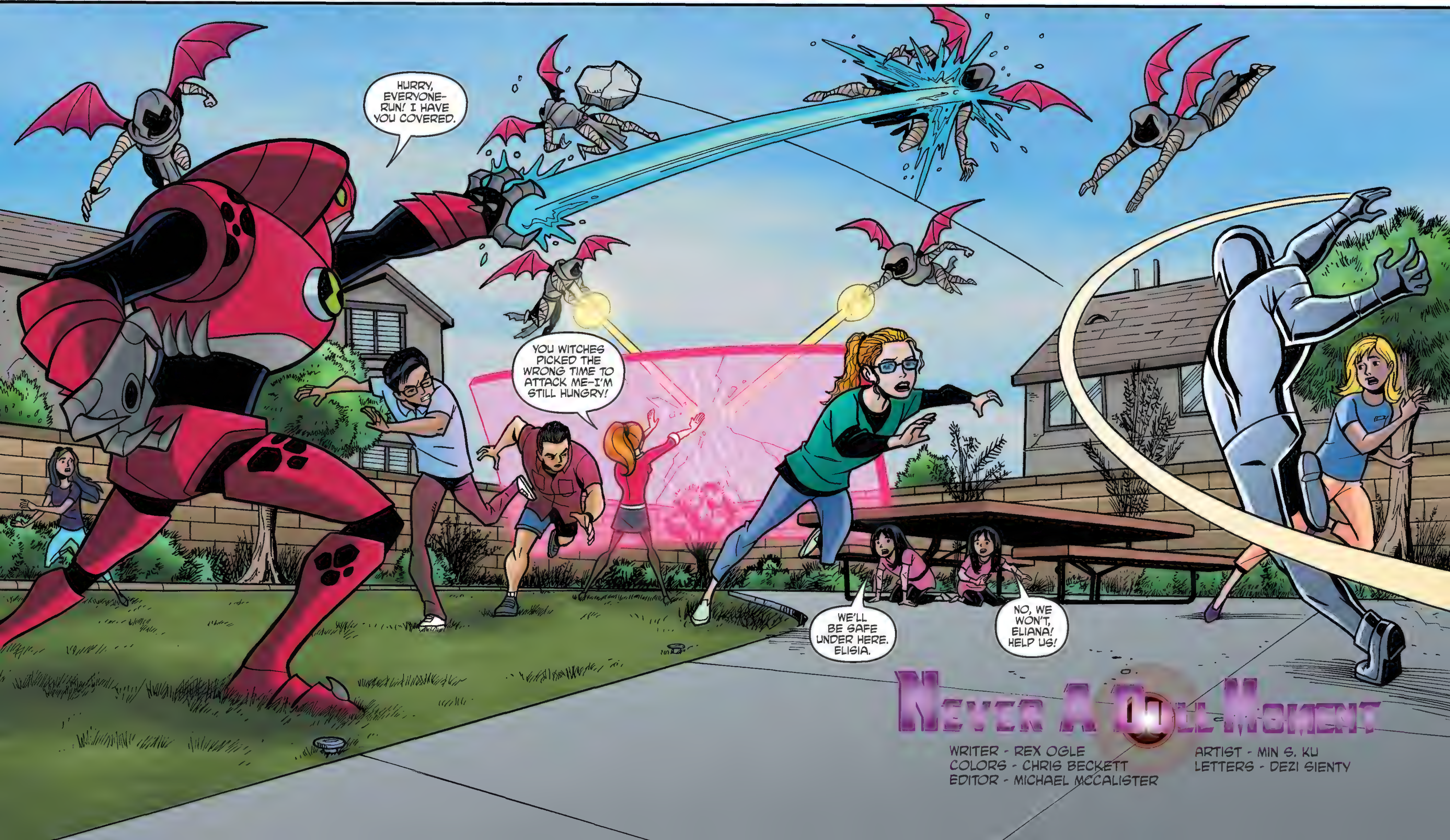
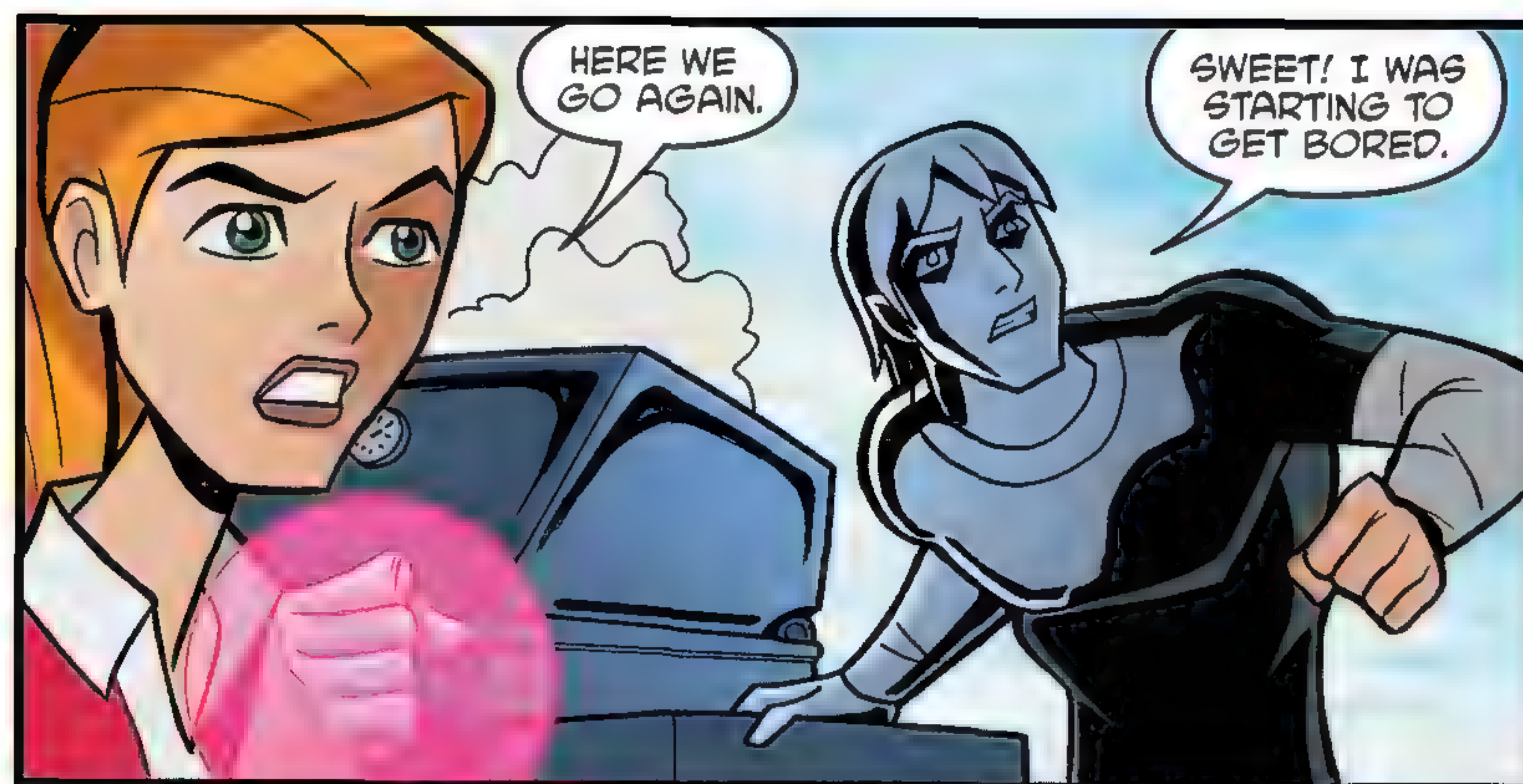
ANY
SUGGESTIONS,
PEOPLE?

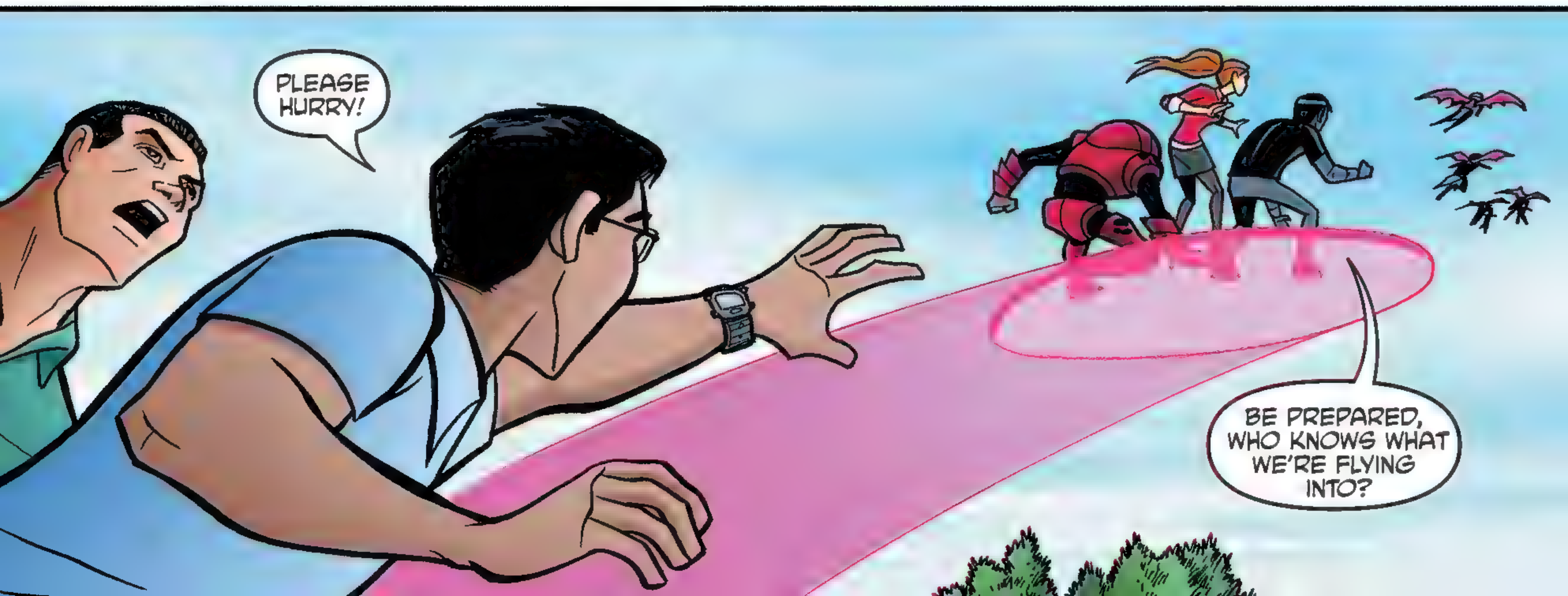


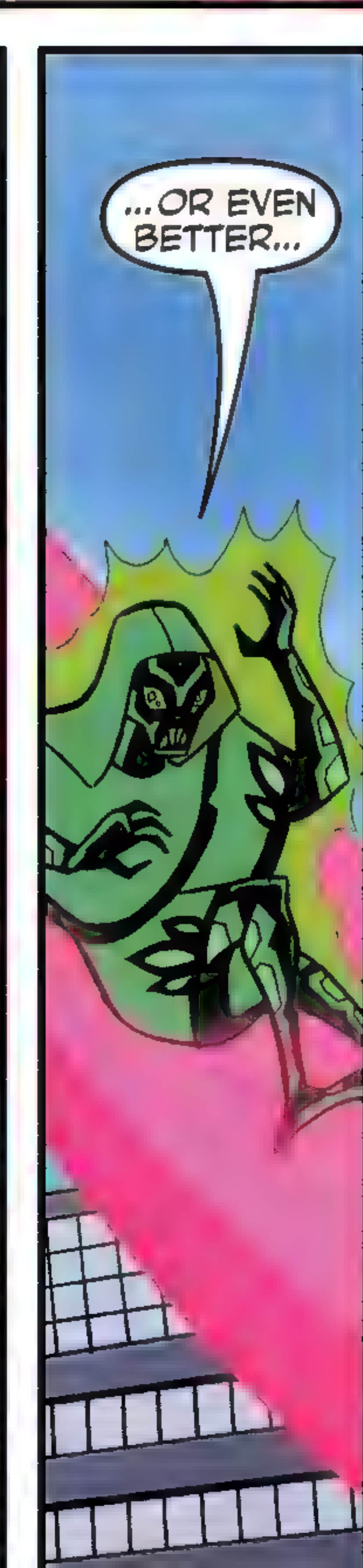
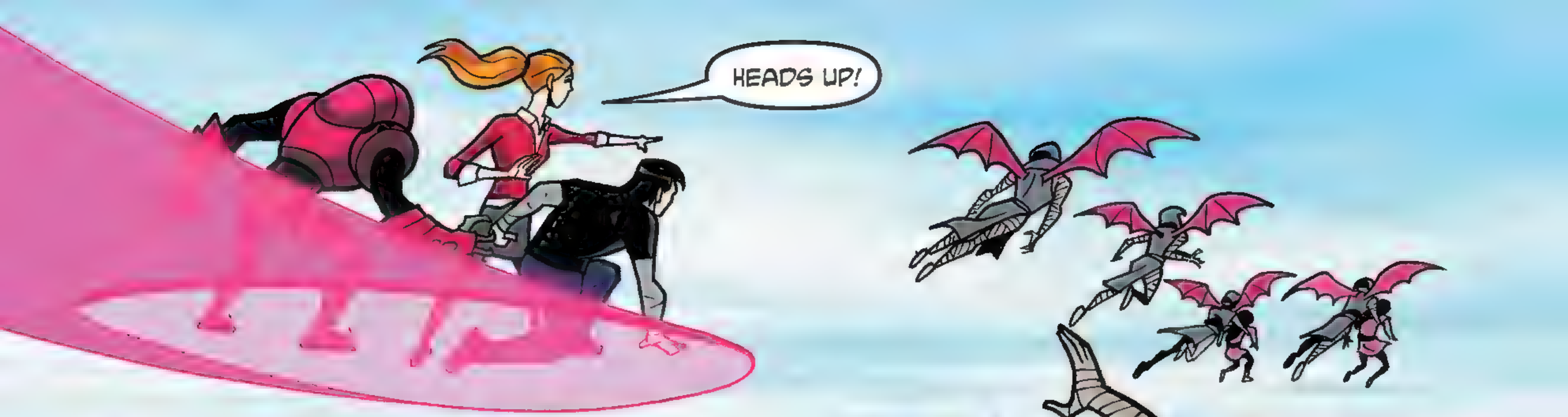














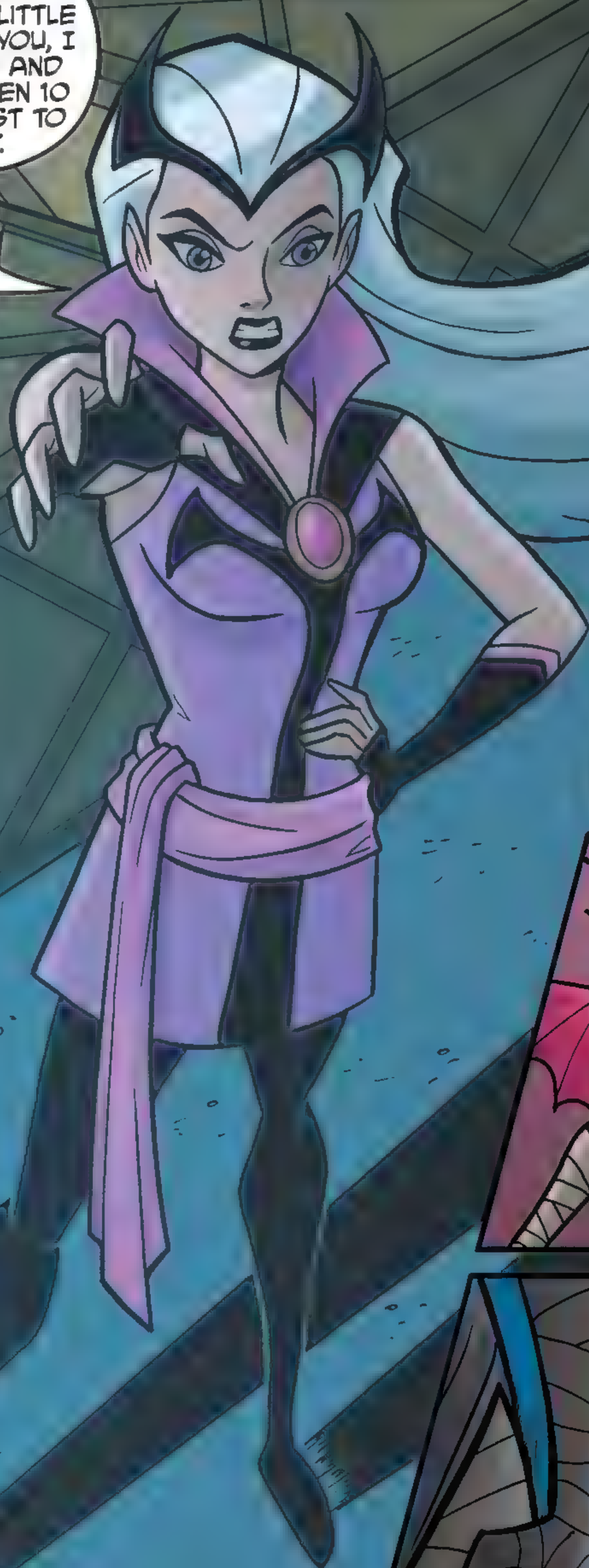
WE HAVE
RETURNED,
MASTER.

WITH TWO
GIRLS, AS YOU
REQUESTED.



YOU IDIOTS!
I DIDN'T MEAN
JUST ANY TWO LITTLE
GIRLS! I TOLD YOU, I
WANTED GWEN AND
JULIE, THOSE BEN 10
HOLDS CLOSEST TO
HIS HEART.

THIS SPELL
SHOULD HAVE
WORKED. HOW
COULD IT HAVE
GONE SO
WRONG?



I GUESS I'LL
HAVE TO ERASE
THESE WITCHES AND
CREATE NEW ONES
TO DO MY BIDDING
CORRECTLY.

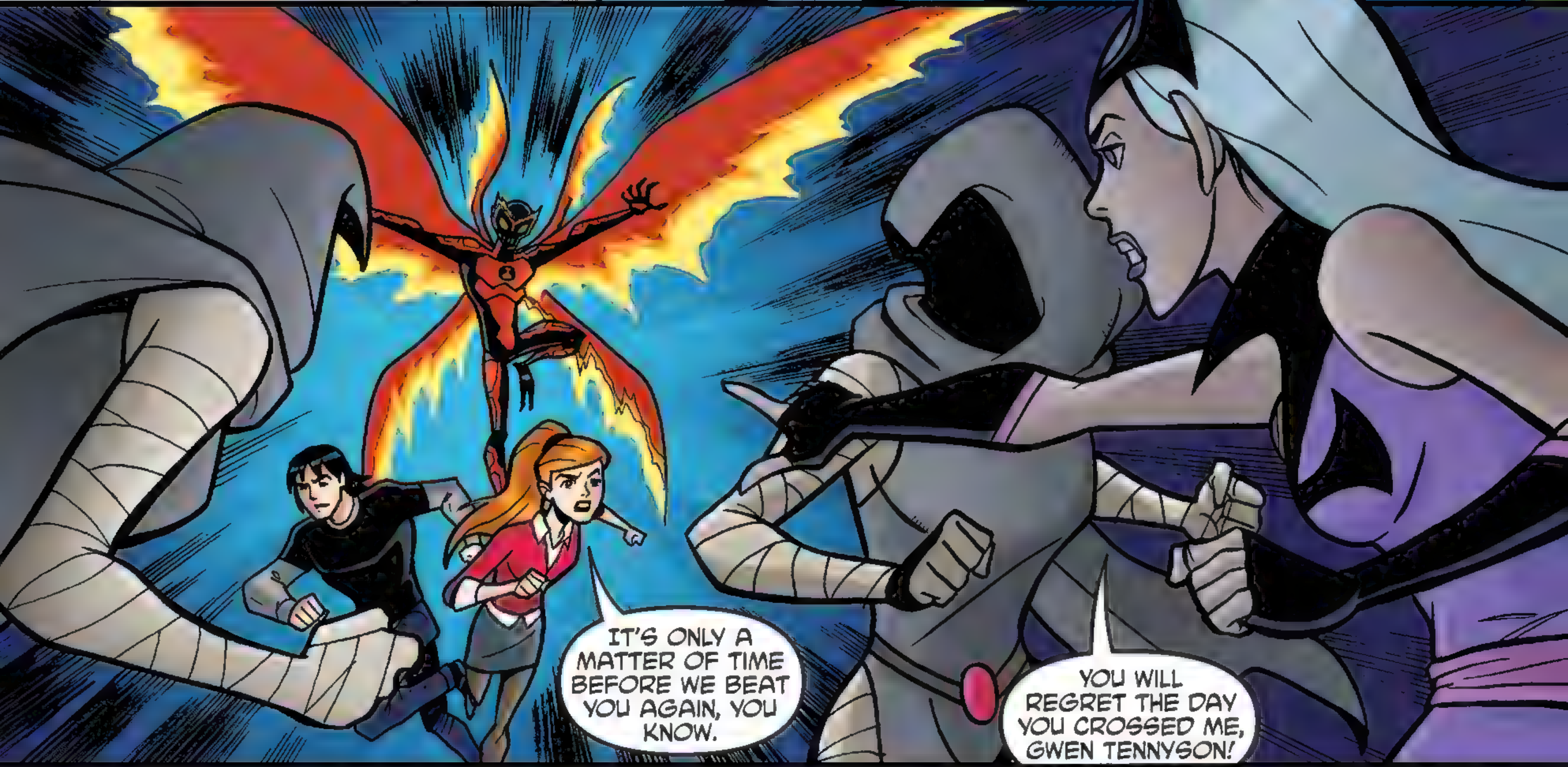


ENOUGH! WE
WILL NOT BE
YOUR SLAVES
ANY LONGER!



WE WILL BE
FREE AND
CREATE CHAOS
ON EARTH!



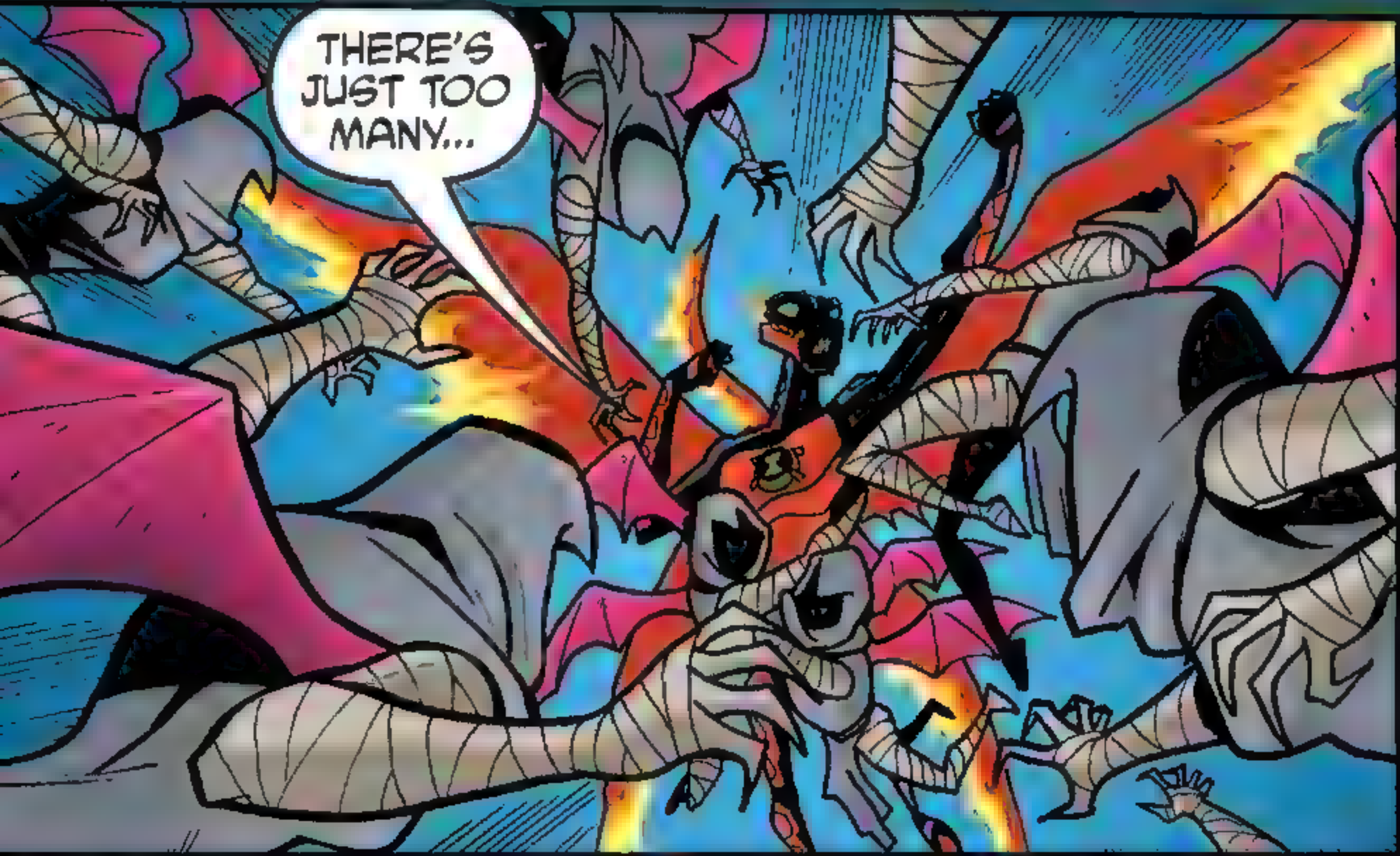




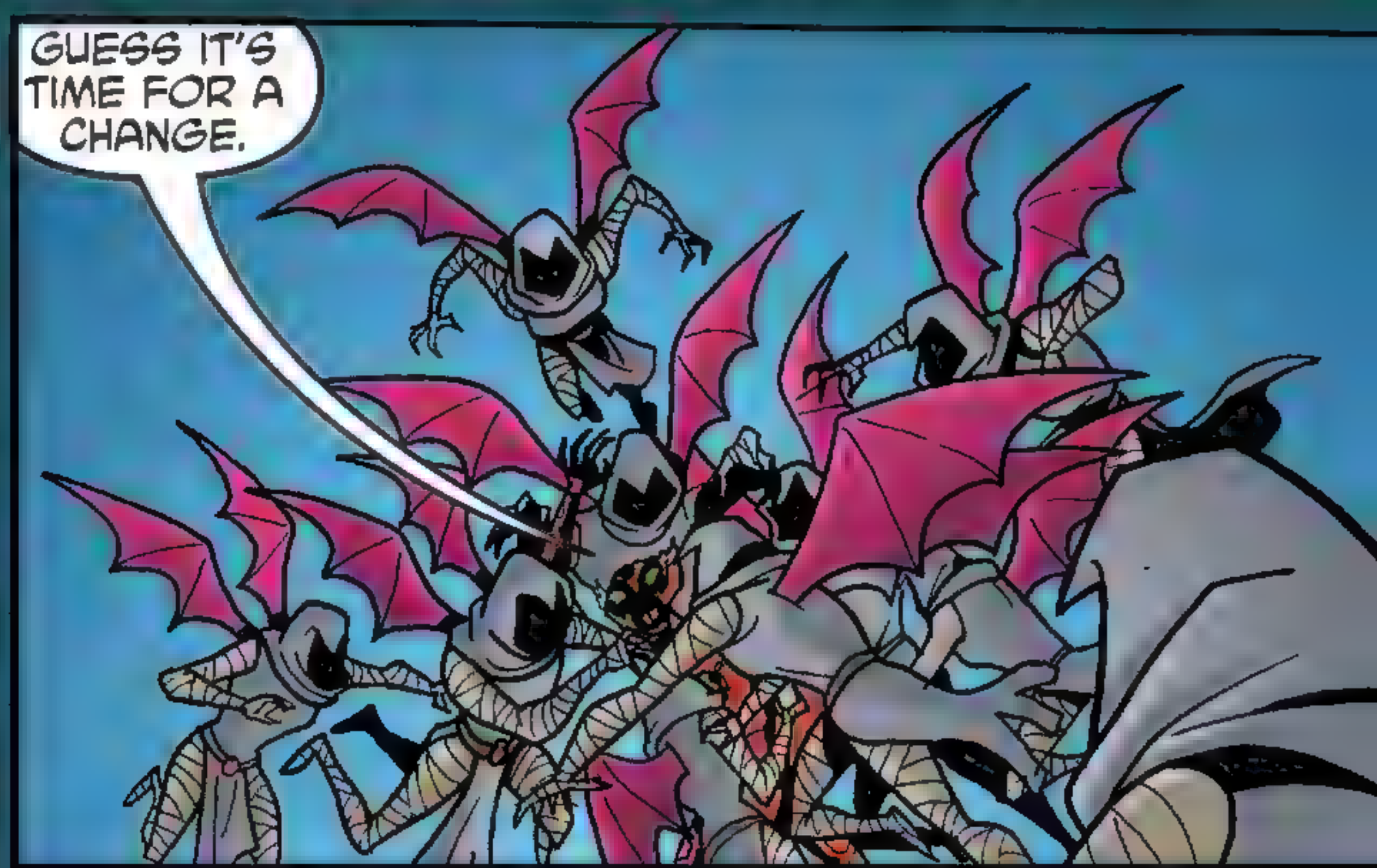
GO
GET 'EM!

YEAH!

STAY HERE. I
HAVE TO HELP
MY FRIENDS.



THERE'S
JUST TOO
MANY...



GUESS IT'S
TIME FOR A
CHANGE.



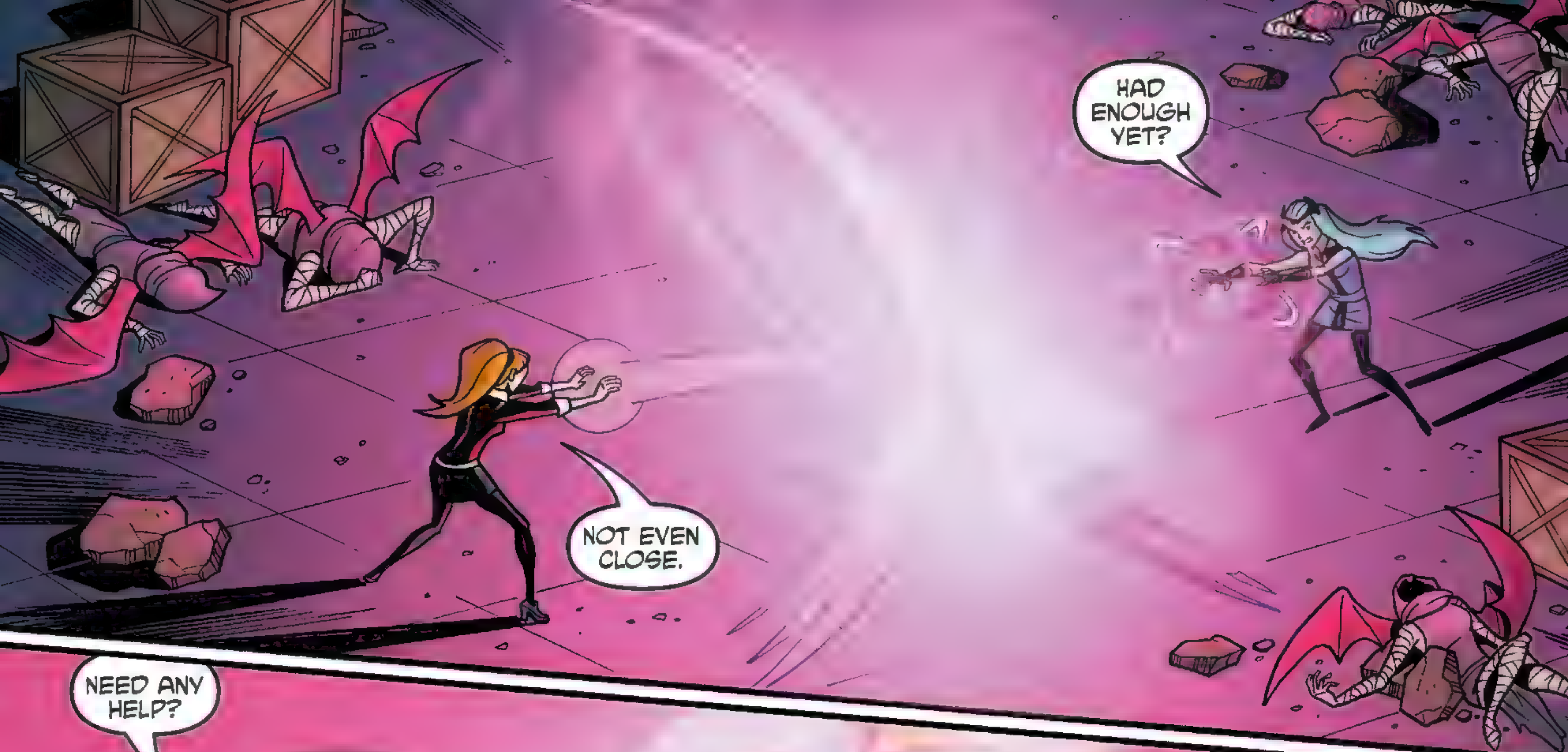
ECHO ECHO!

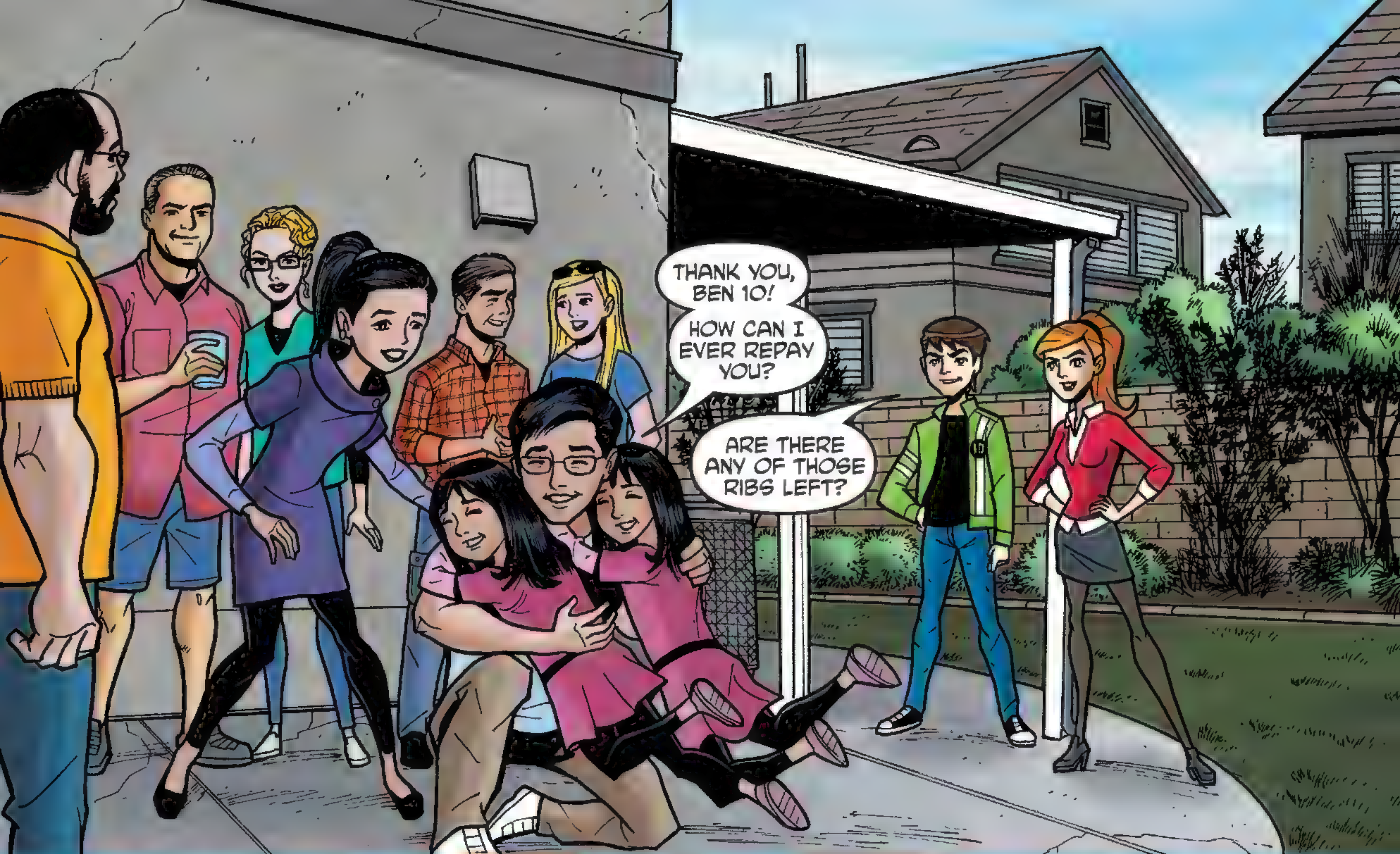
NOW THIS IS HOW
WE GET THE JOB
DONE! I CAN'T
WAIT TO GET
BACK TO THOSE
RIBS!



ARE YOU
REALLY THINKING
ABOUT FOOD AT A
TIME LIKE THIS?

I'M
ALWAYS
THINKING
ABOUT
FOOD.







THE *BLUE* PLANET--

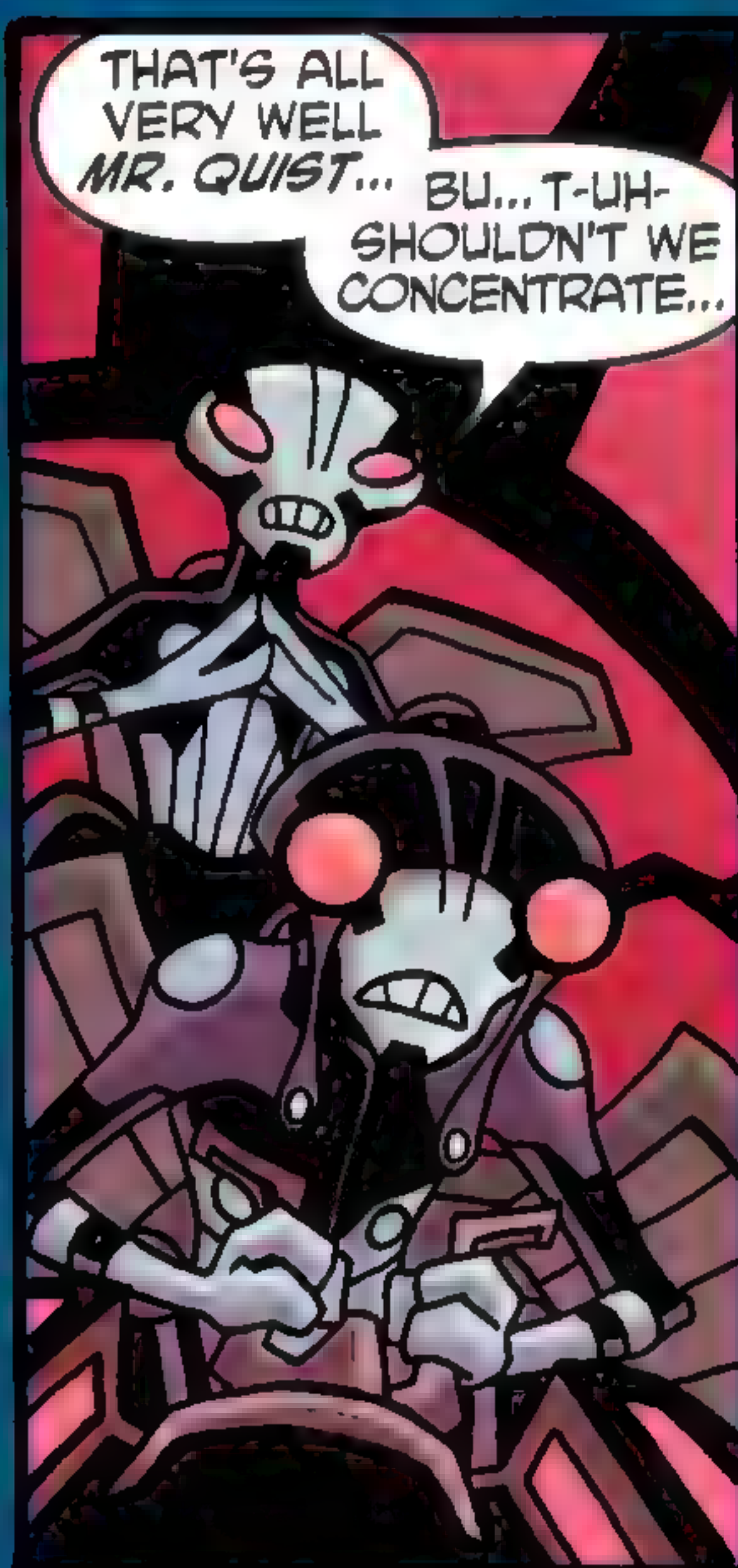
THERE IT IS.



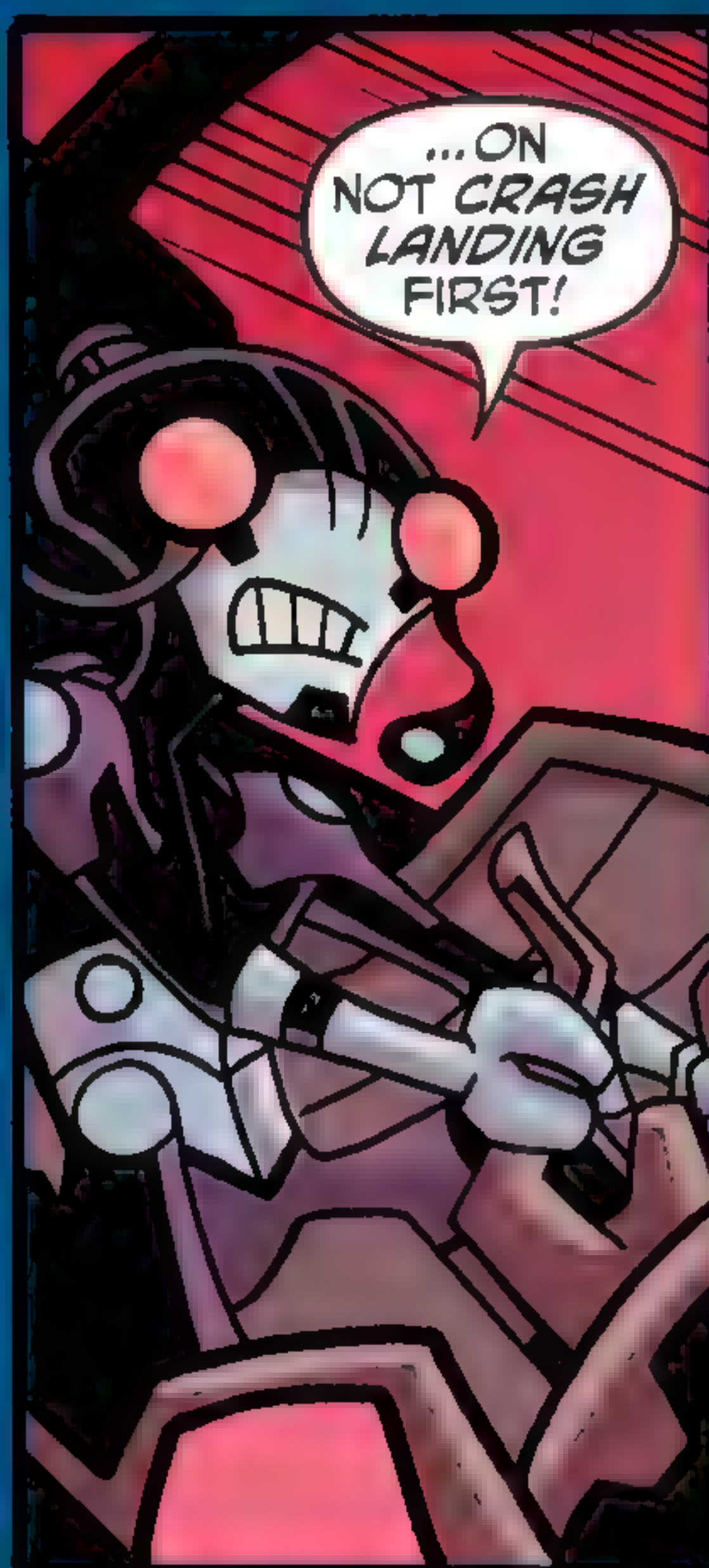
NEXT ONE ON OUR LIST...



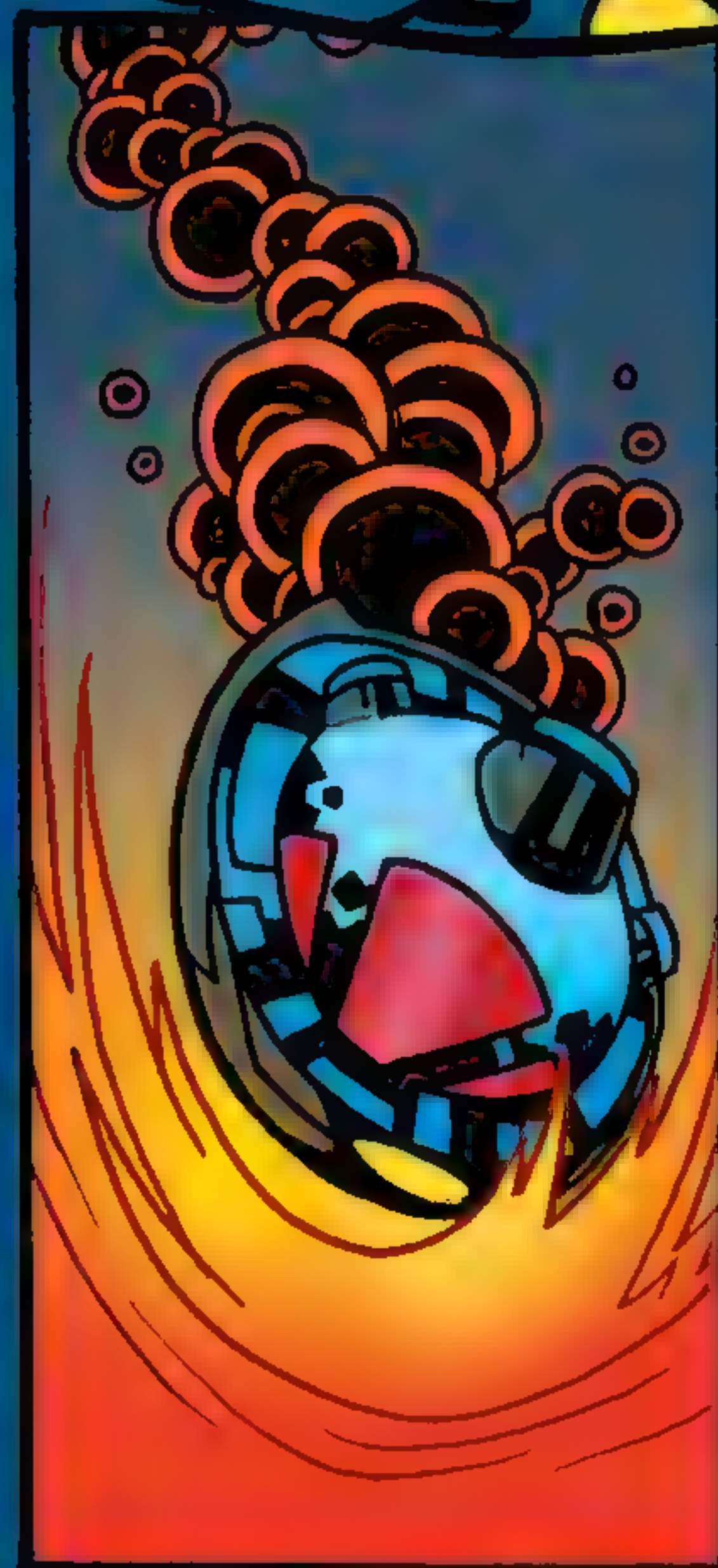
...FOR WORLD DOMINATION!



THAT'S ALL VERY WELL MR. QUIST... BU... T-UH- SHOULD'N WE CONCENTRATE...



...ON NOT CRASH LANDING FIRST!



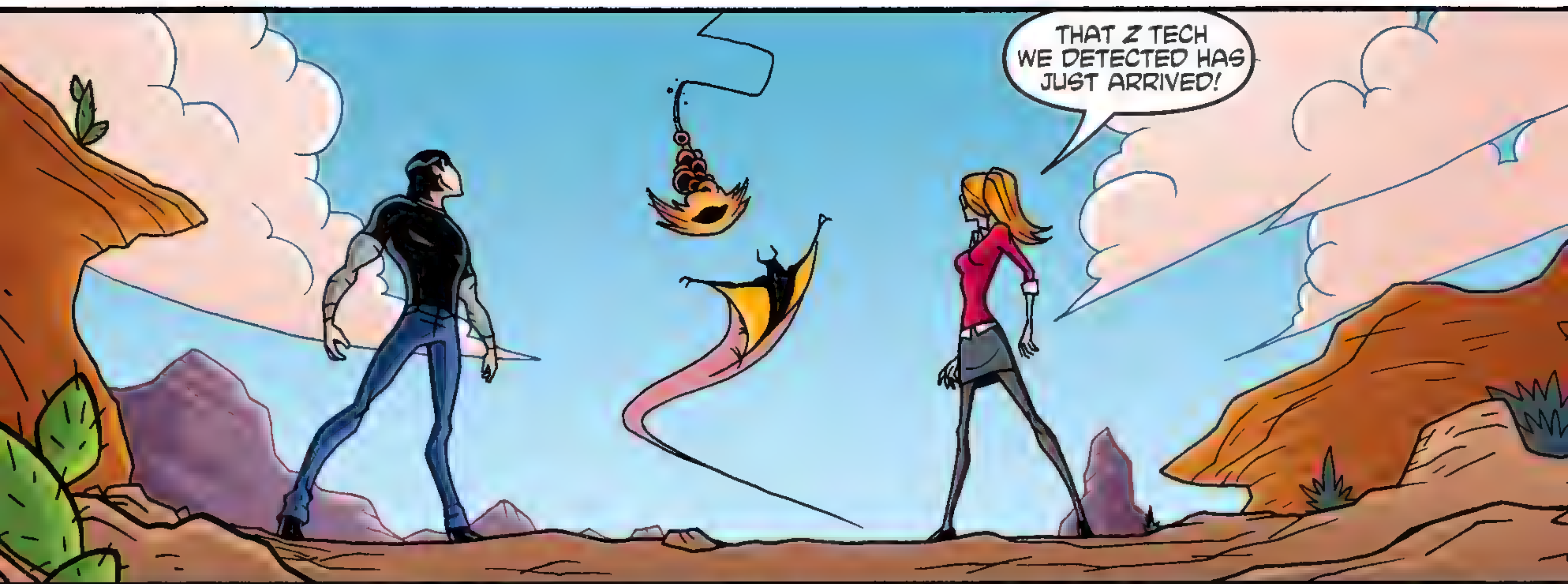
BEN 10
ULTIMATE
ALIEN

FLYING SAUCER - INCOMING!



FLAG

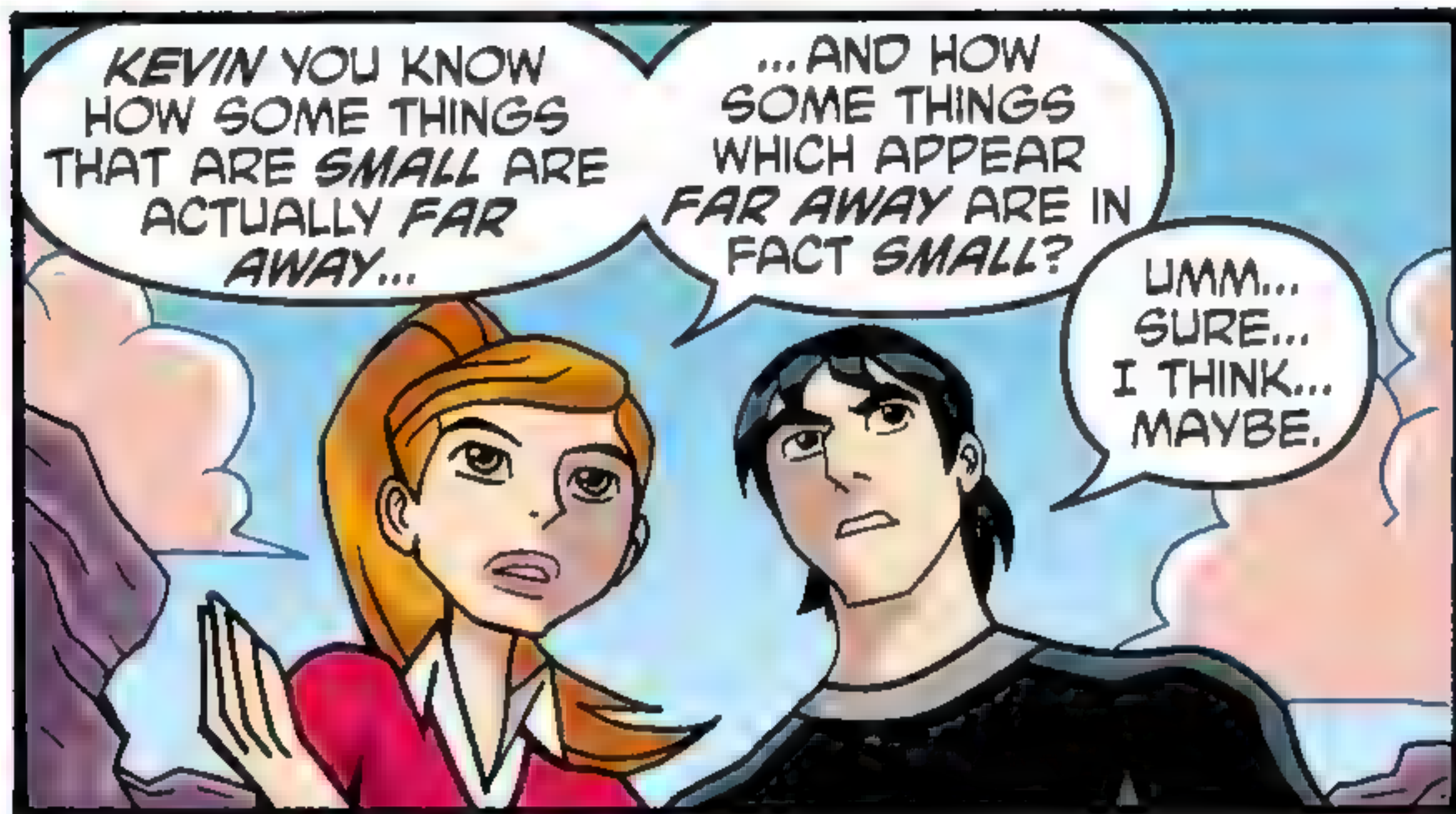
JIM ALEXANDER - WRITER
LUCIANO VECCHIO - ARTIST
CHRIS BECKETT - COLORIST
DEZI SIENY - LETTERER
MICHAEL MCCALISTER - EDITOR



THAT Z TECH WE DETECTED HAS JUST ARRIVED!



YOU MEAN THE *SPACESHIP*? SURE IT'S NOT STILL TOO FAR AWAY?

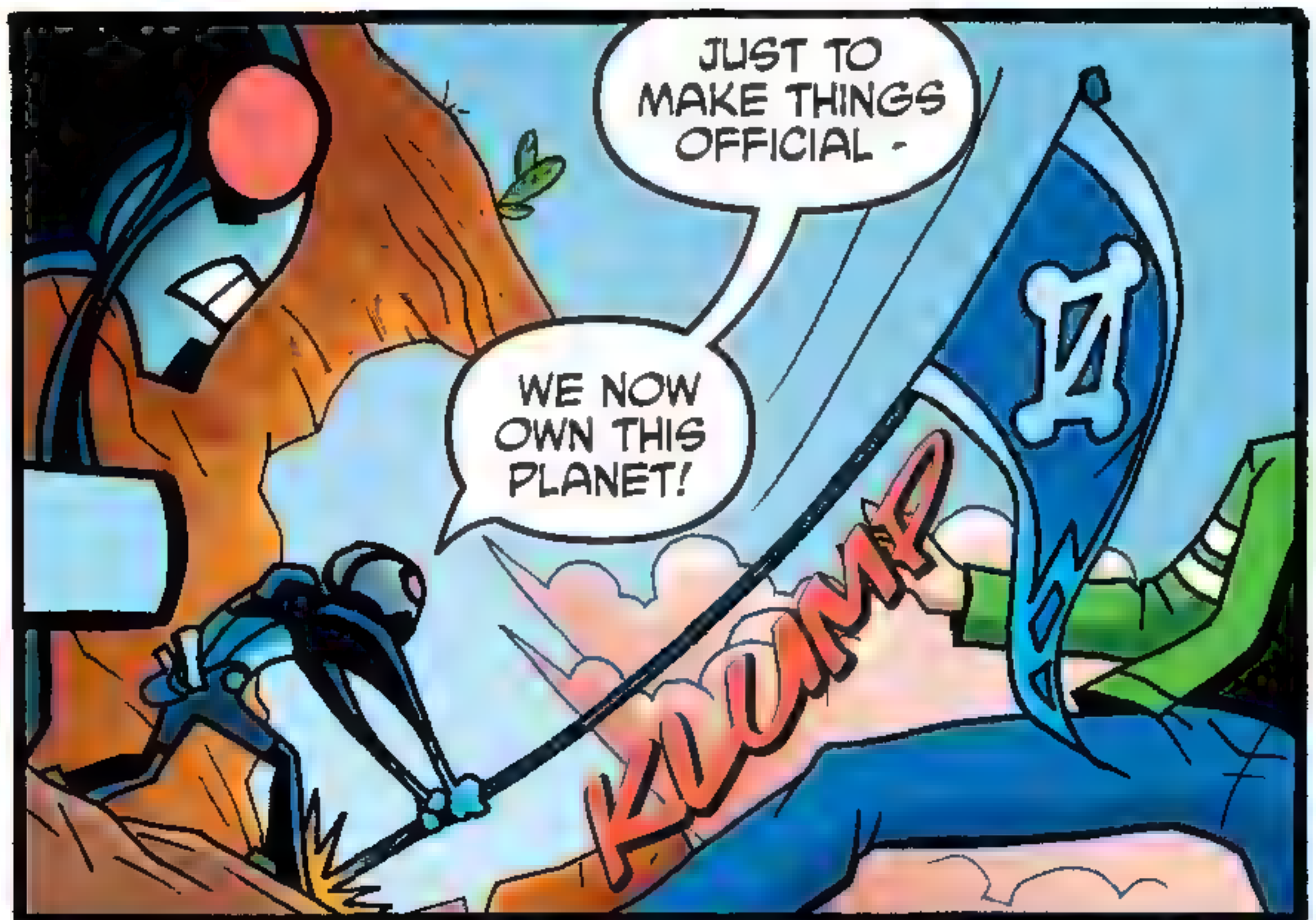
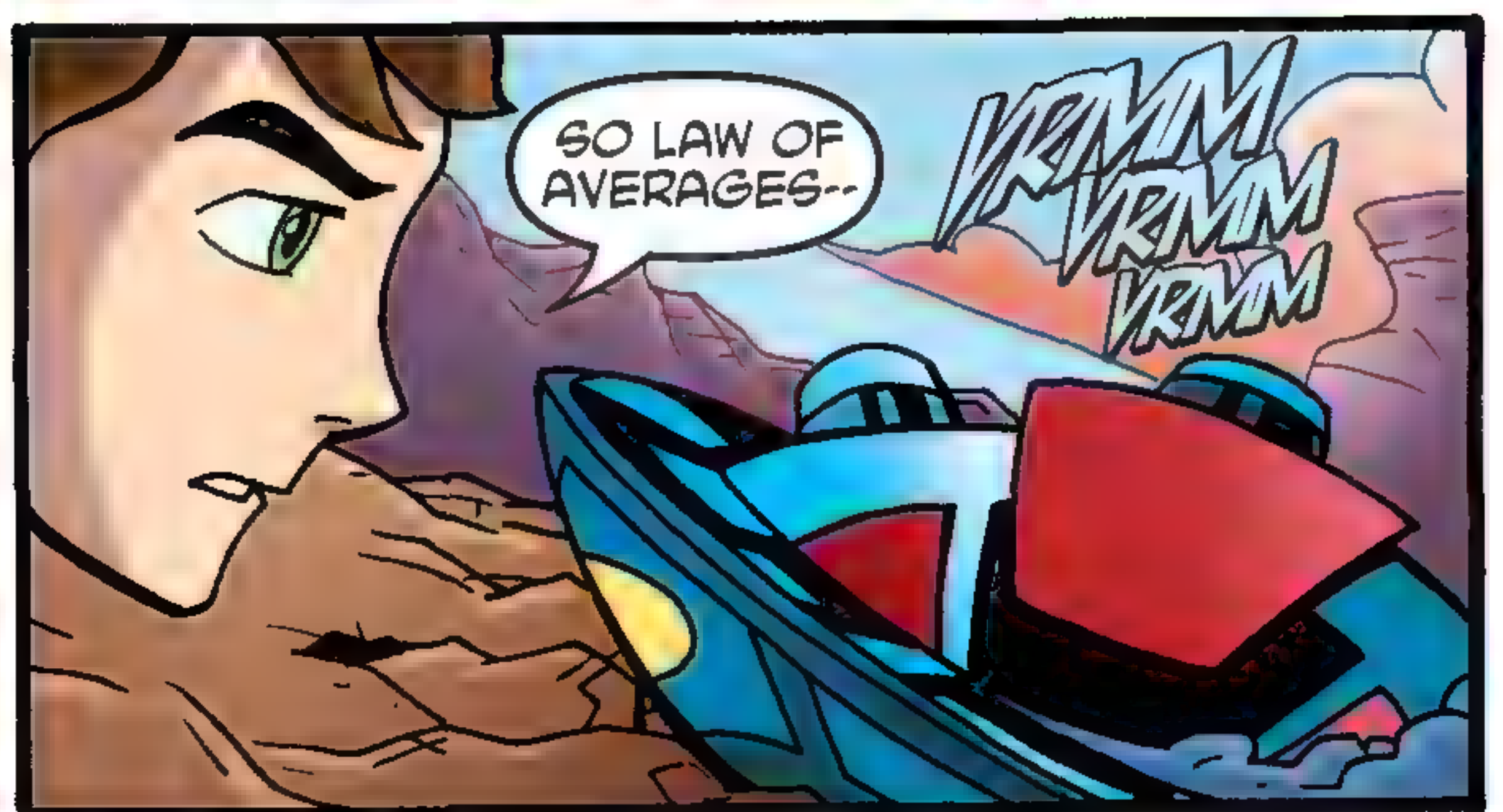
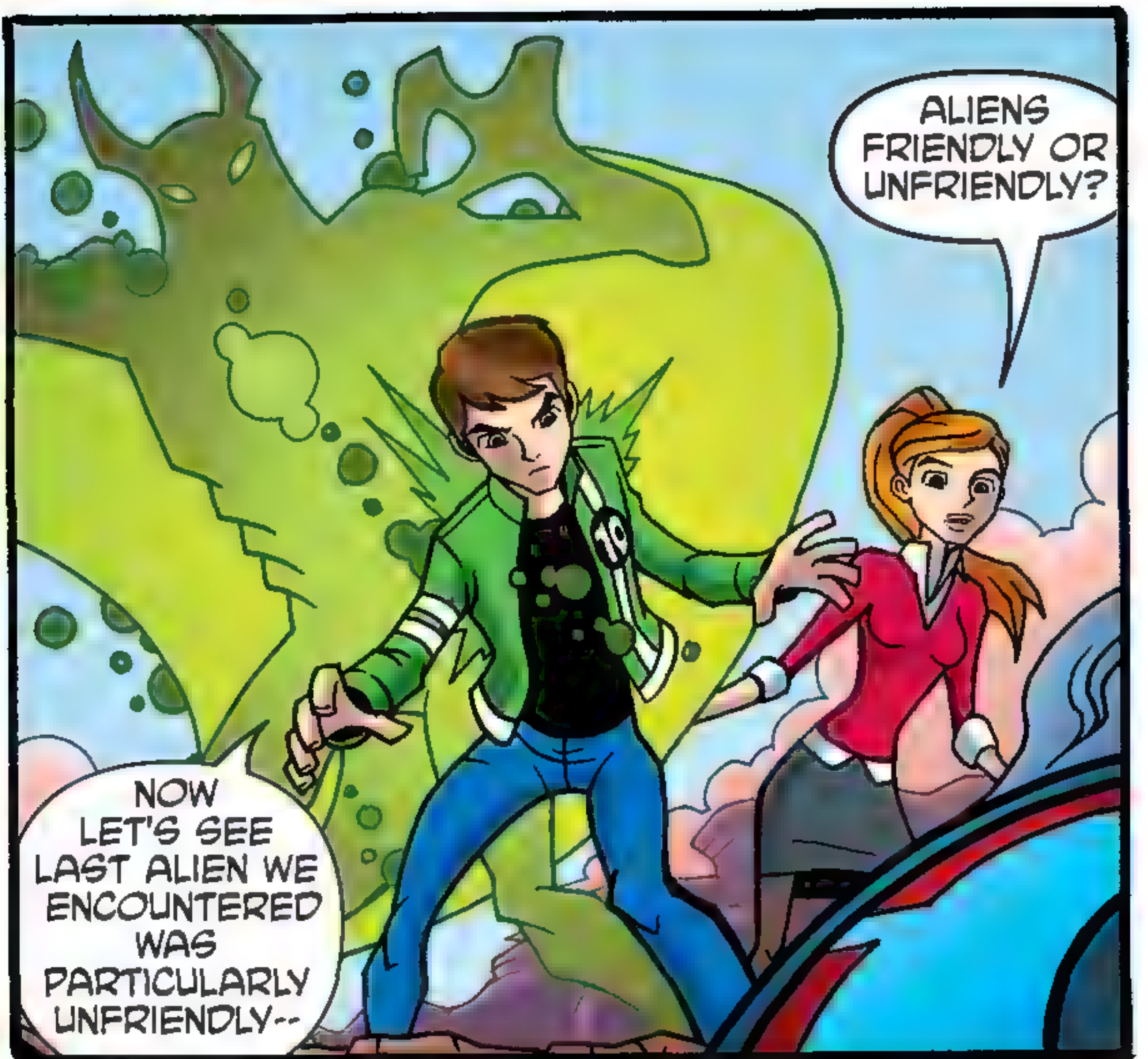


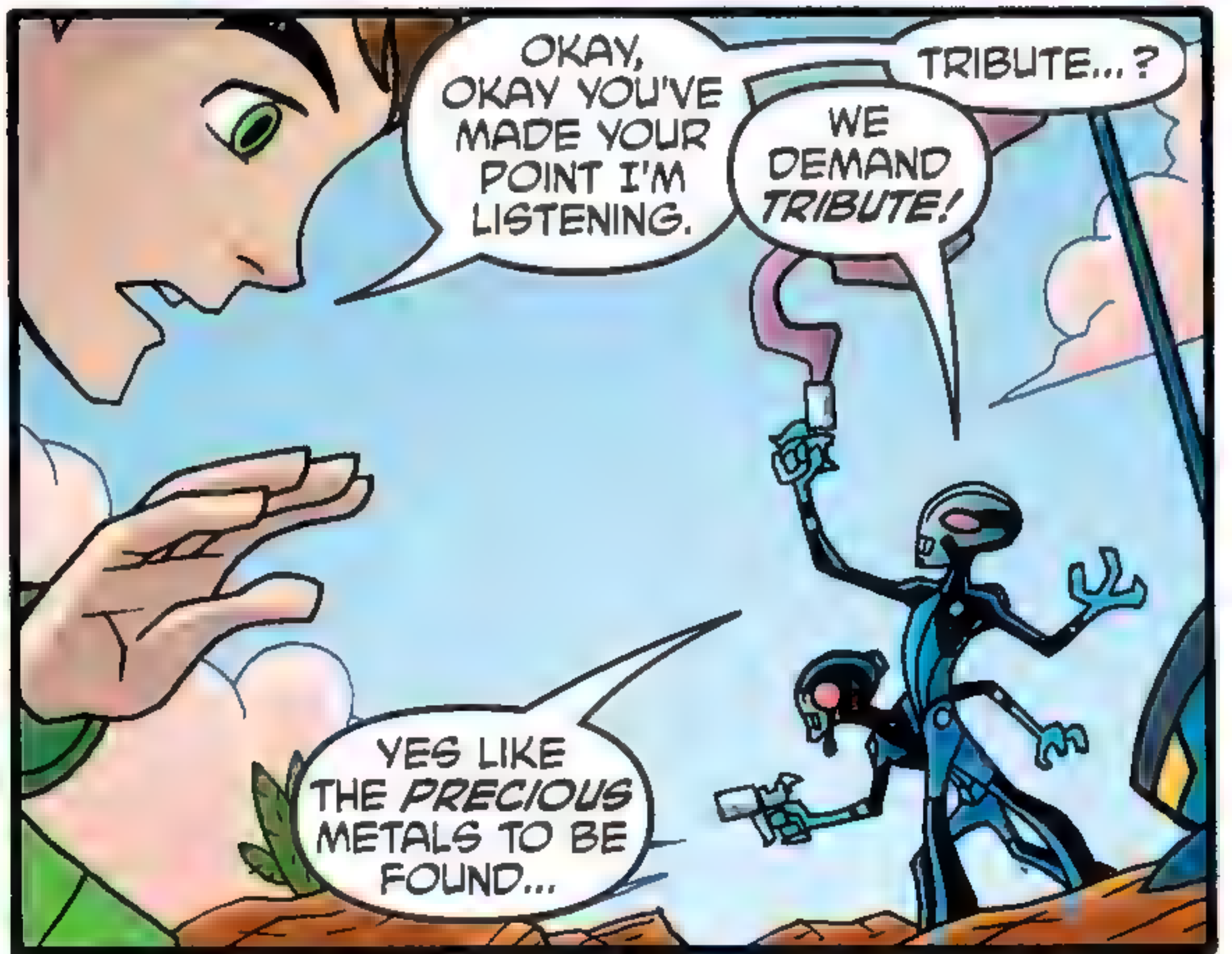
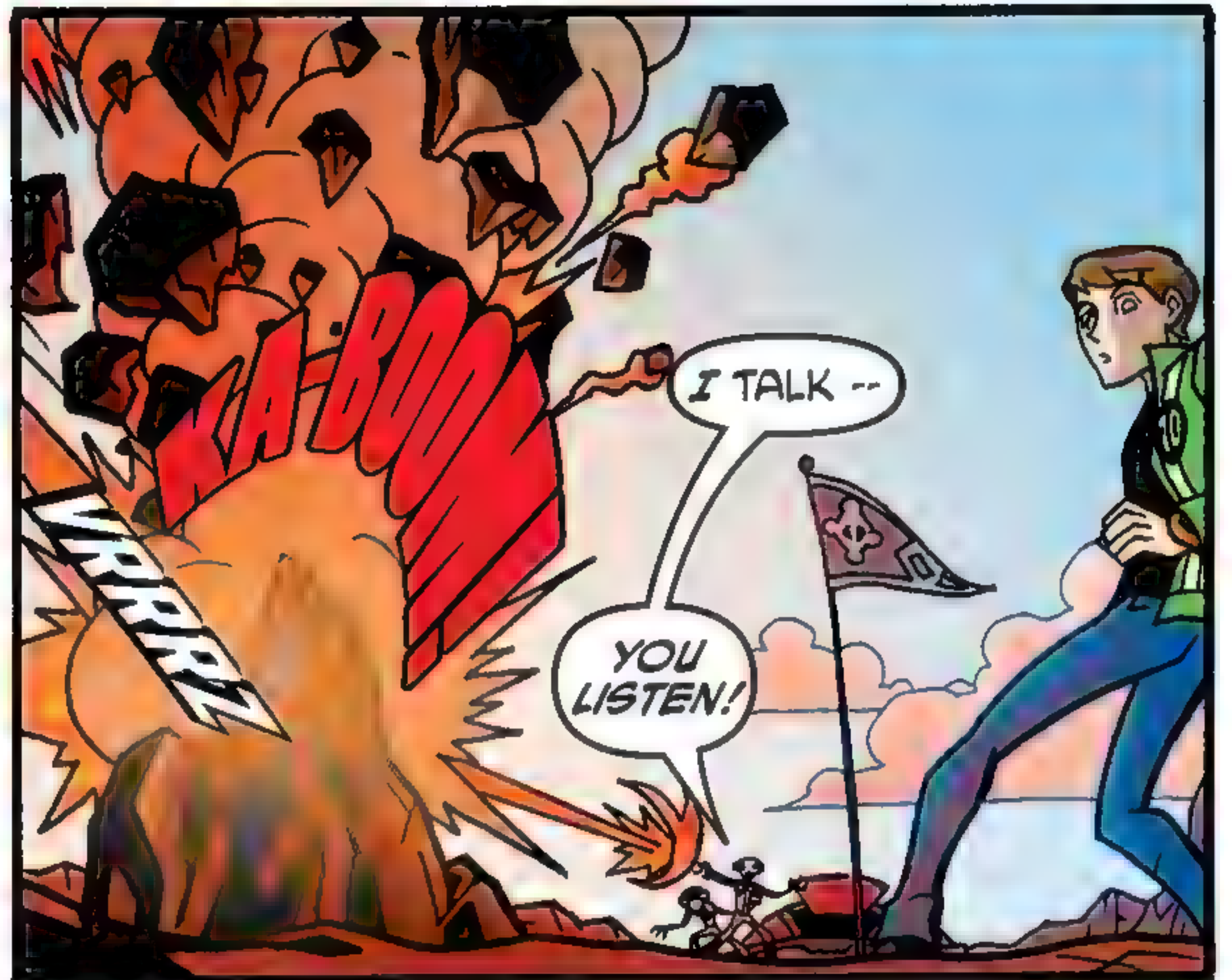
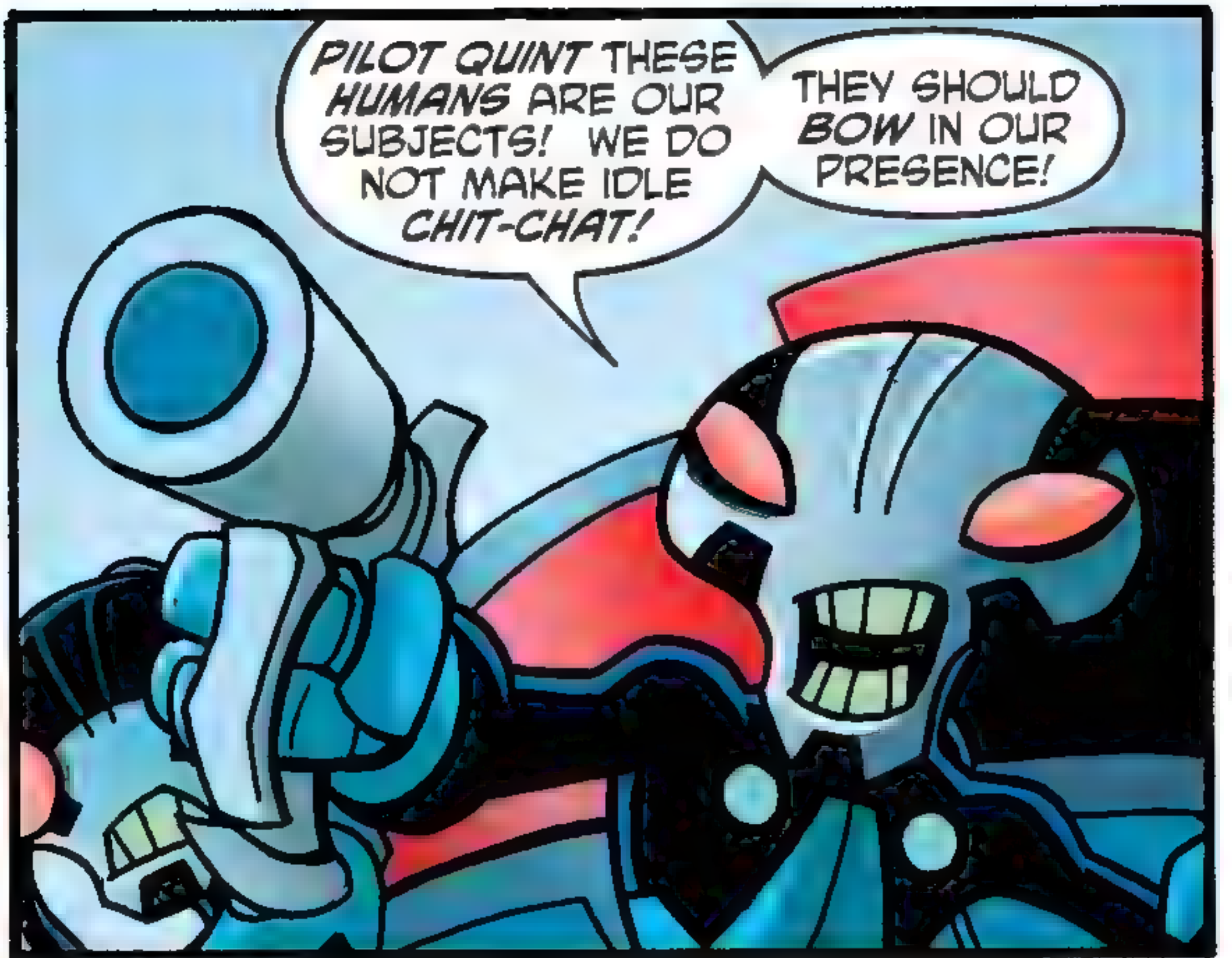
KEVIN YOU KNOW HOW SOME THINGS THAT ARE *SMALL* ARE ACTUALLY FAR AWAY...

...AND HOW SOME THINGS WHICH APPEAR FAR AWAY ARE IN FACT *SMALL*?

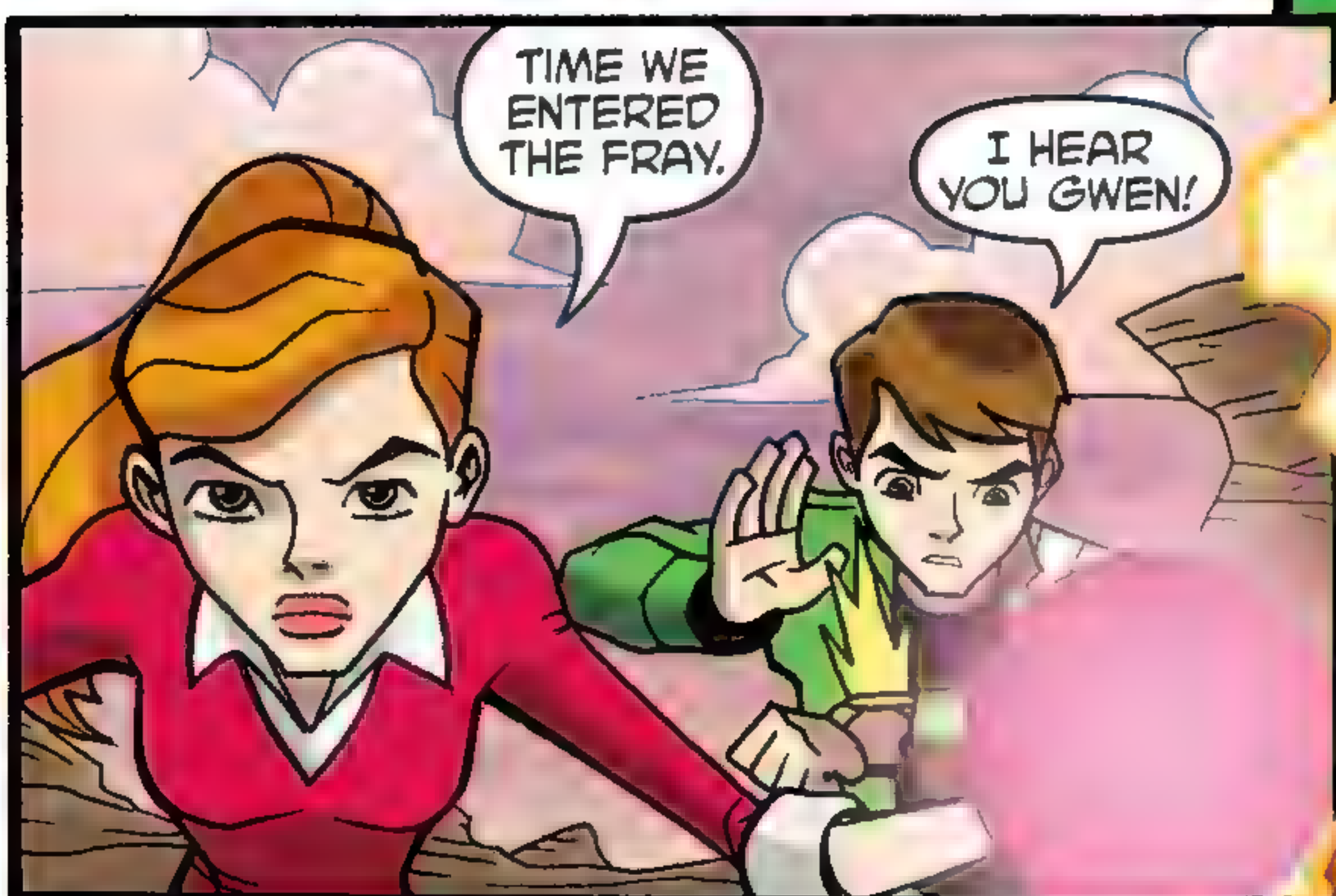
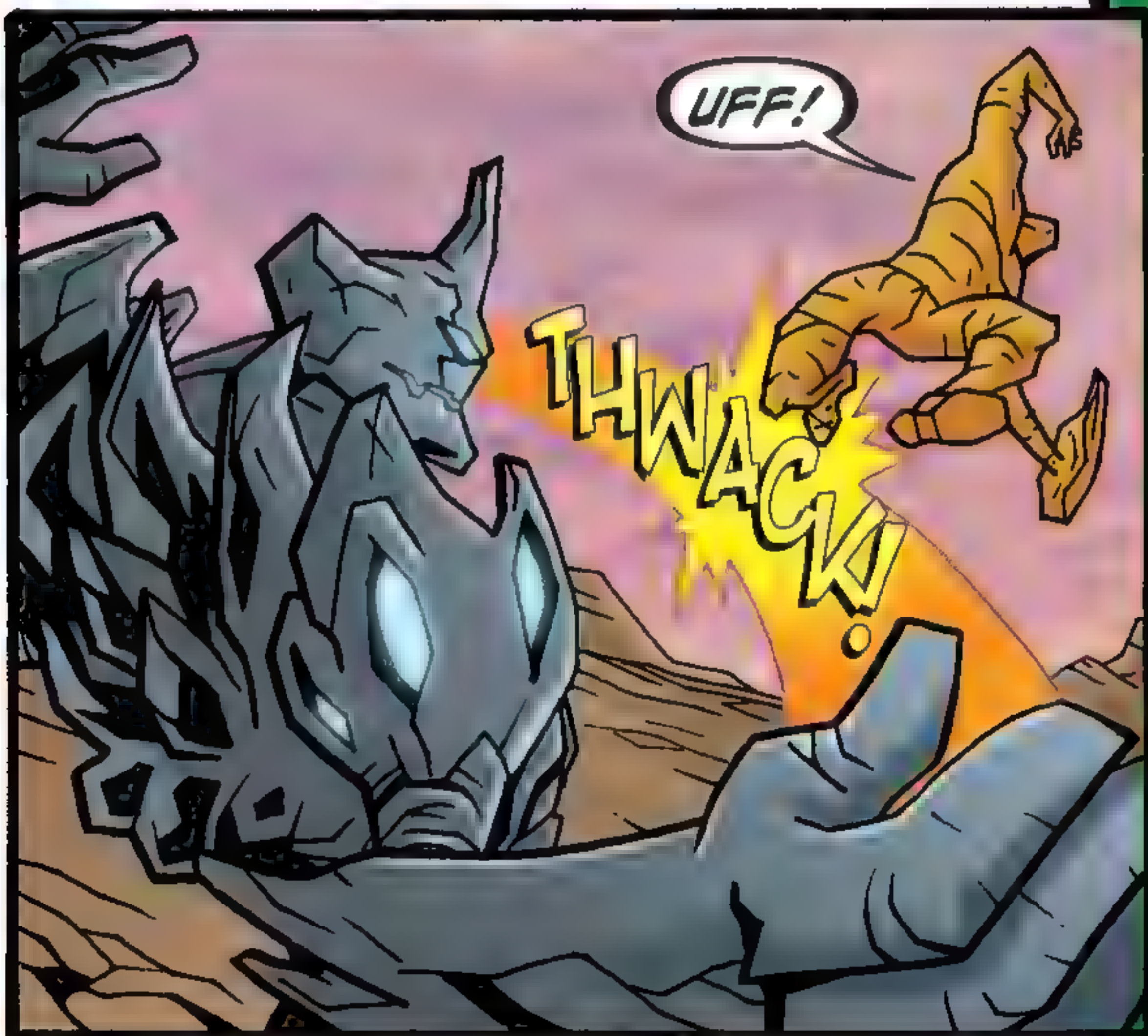
UMM... SURE... I THINK... MAYBE.

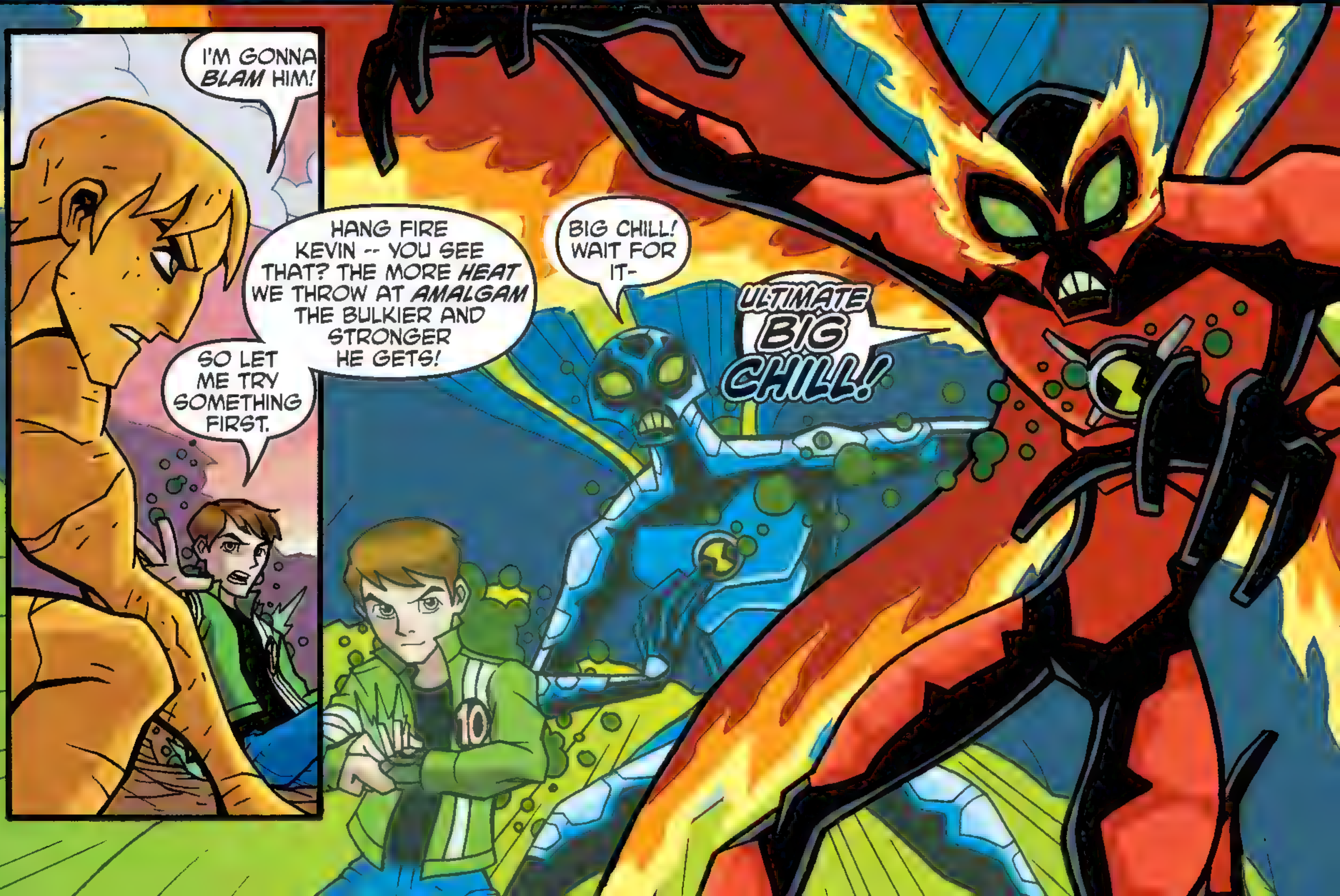
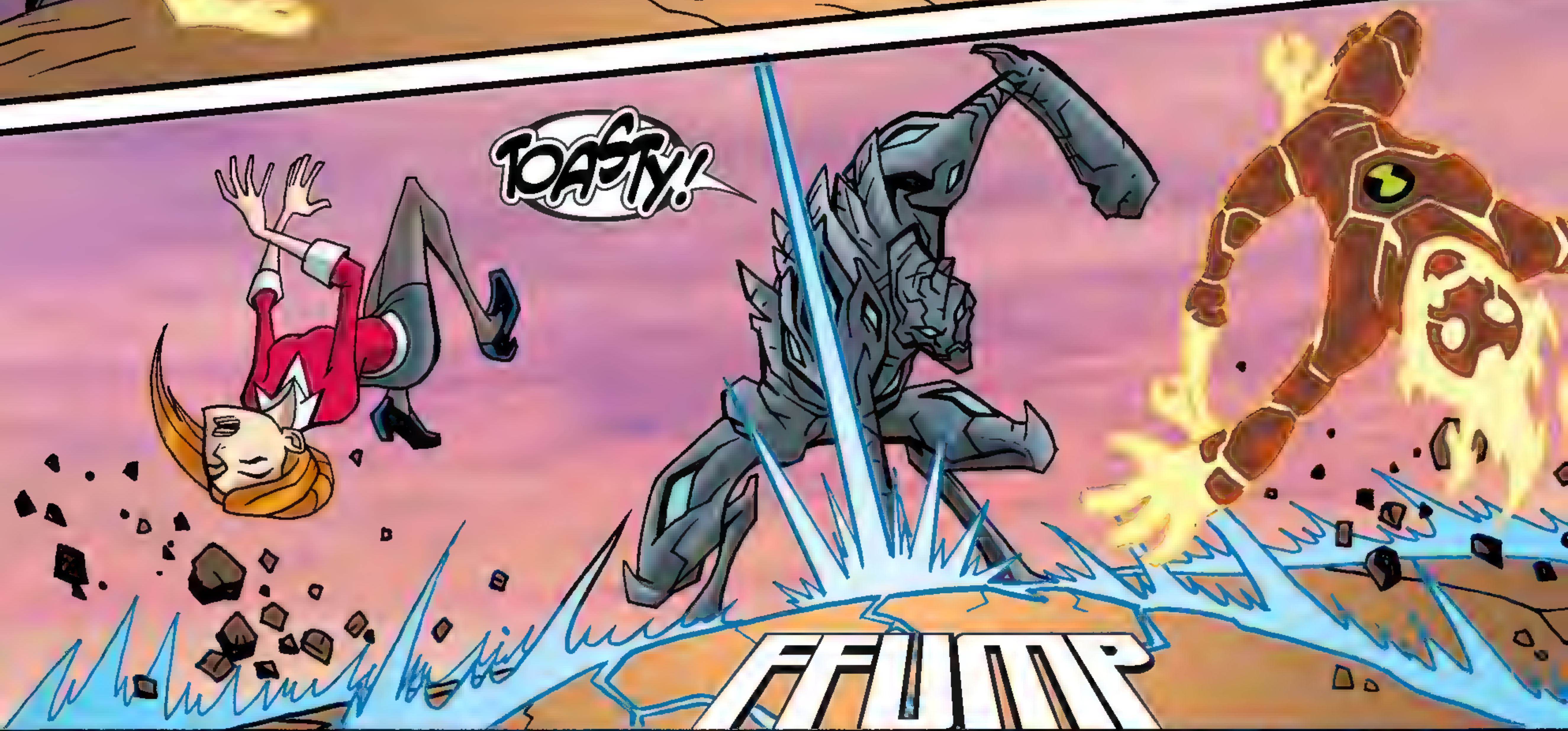
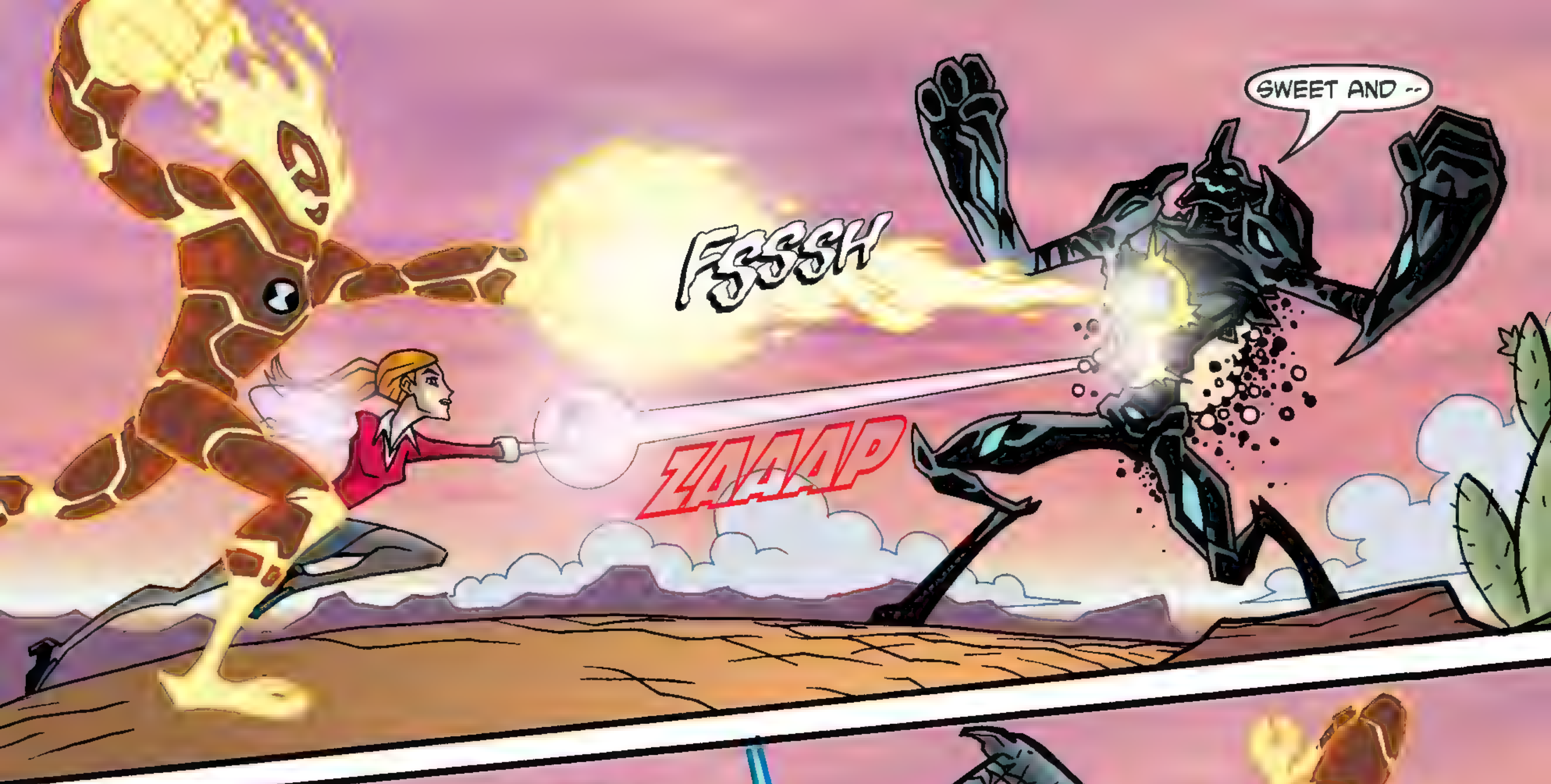












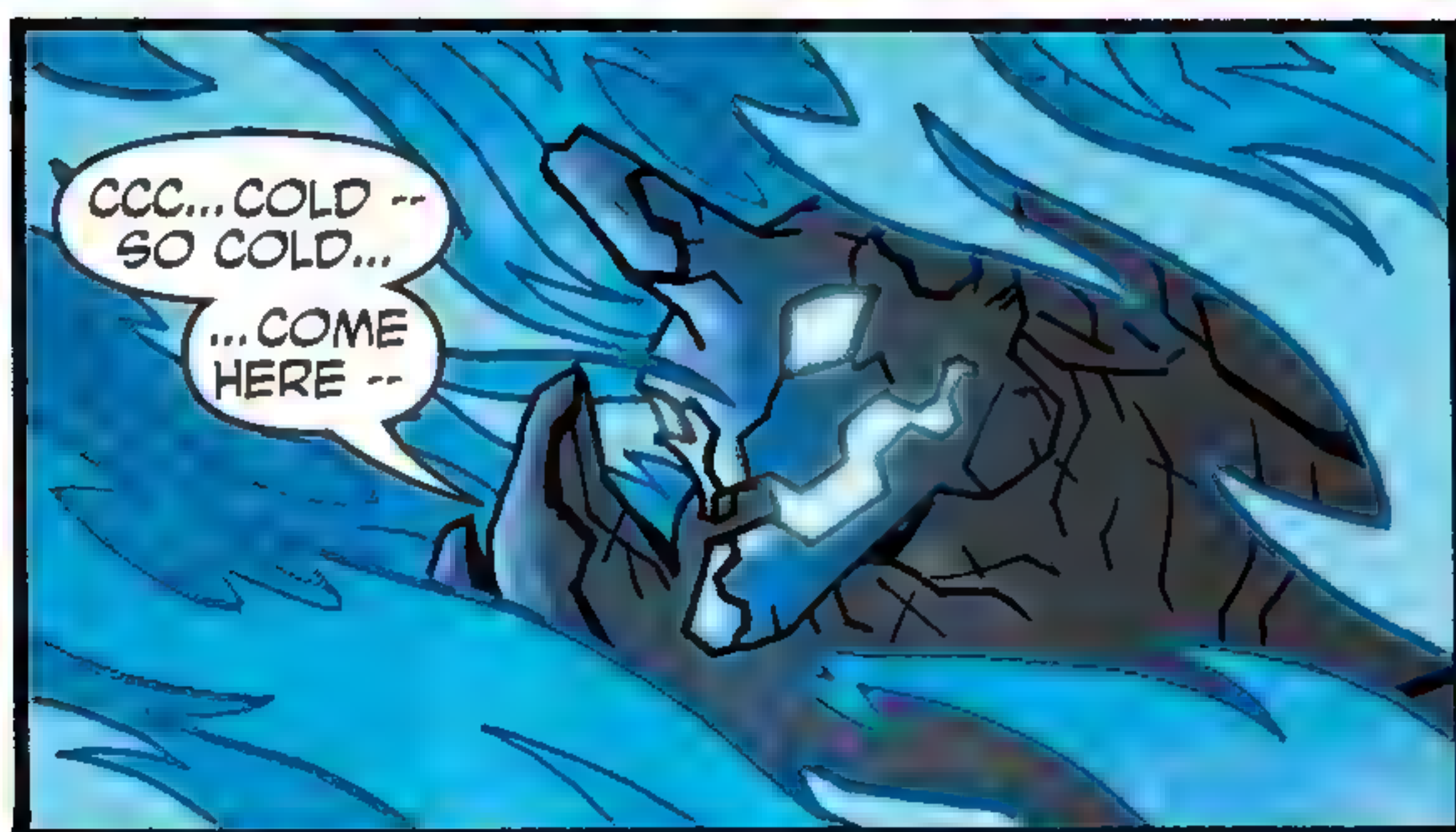


TOASTY...?

NOPE.



FWOOSH!



CCC...COLD --
SO COLD...
...COME
HERE --



C-C-C-COME
HERE AND I WILL
POUND YOUR
SK-K-KULL.



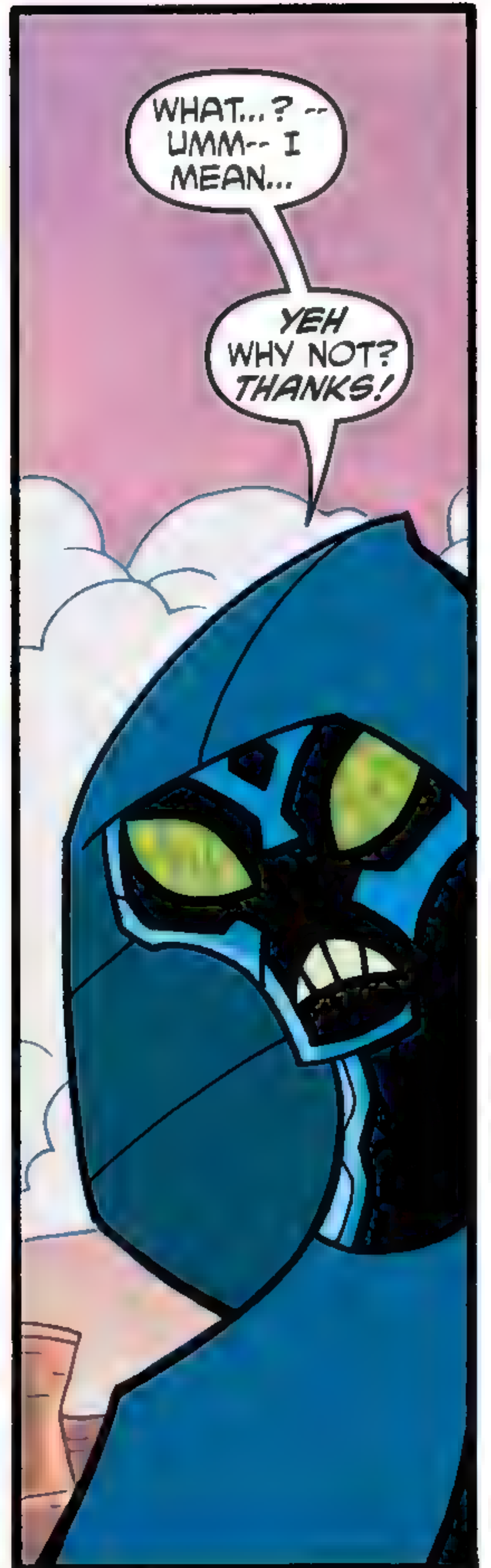
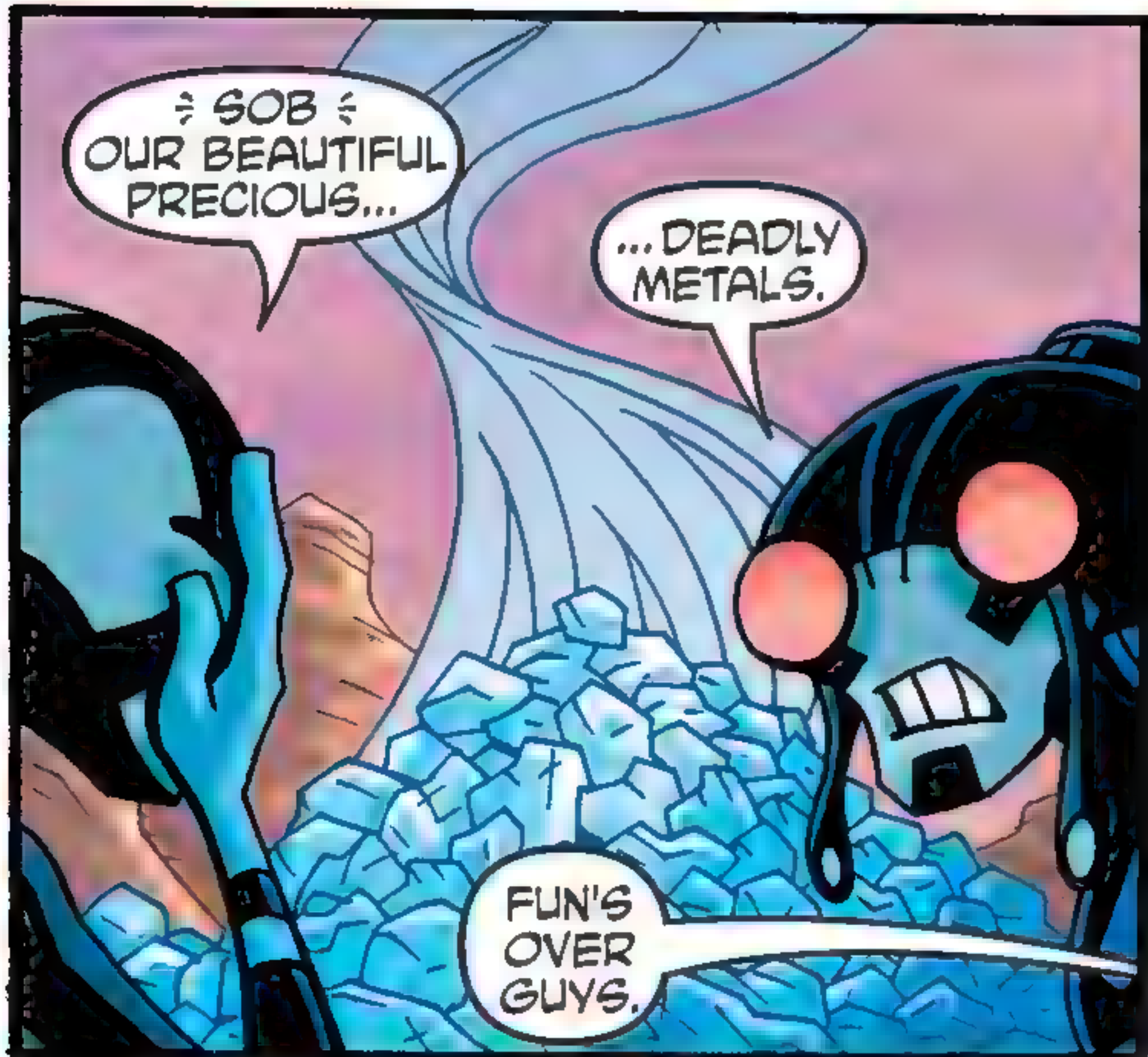
NUH UH.



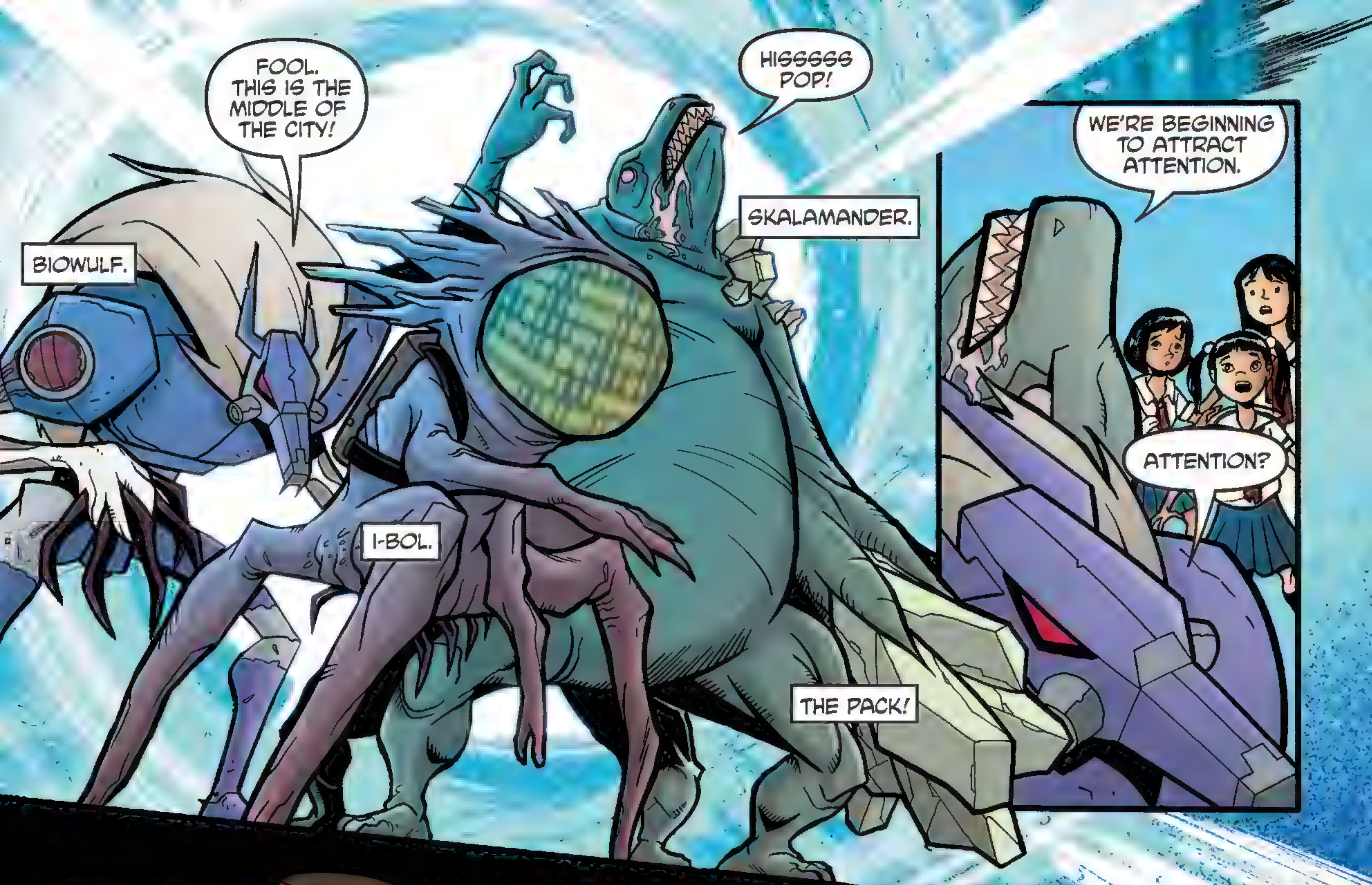
NOW
THAT'S WHAT
I CALL A...

C-C-C-









AND
I JUST
HAPPEN
TO LOVE
PARTIES.

REX?
NEVER THOUGHT
I'D SEE YOU
AGAIN...

I WAS
ABOUT TO SAY
THE SAME THING,
AMIGO.

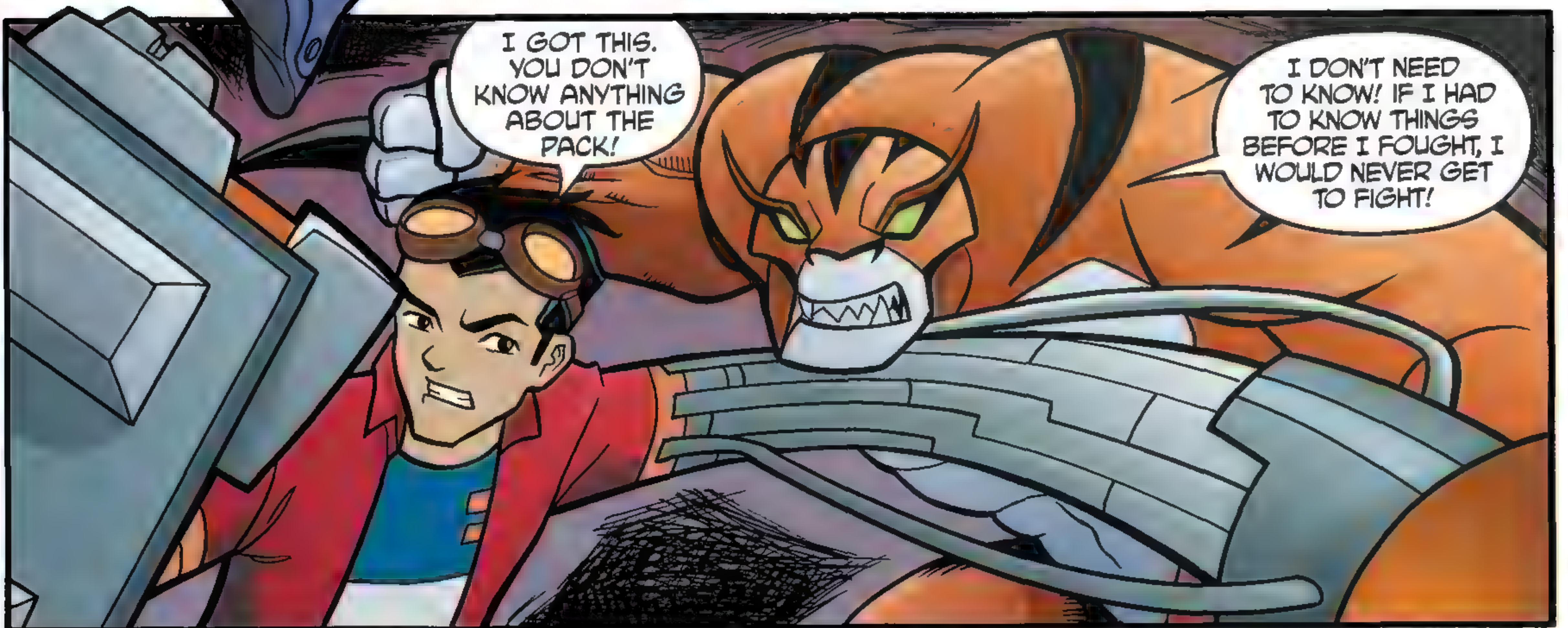
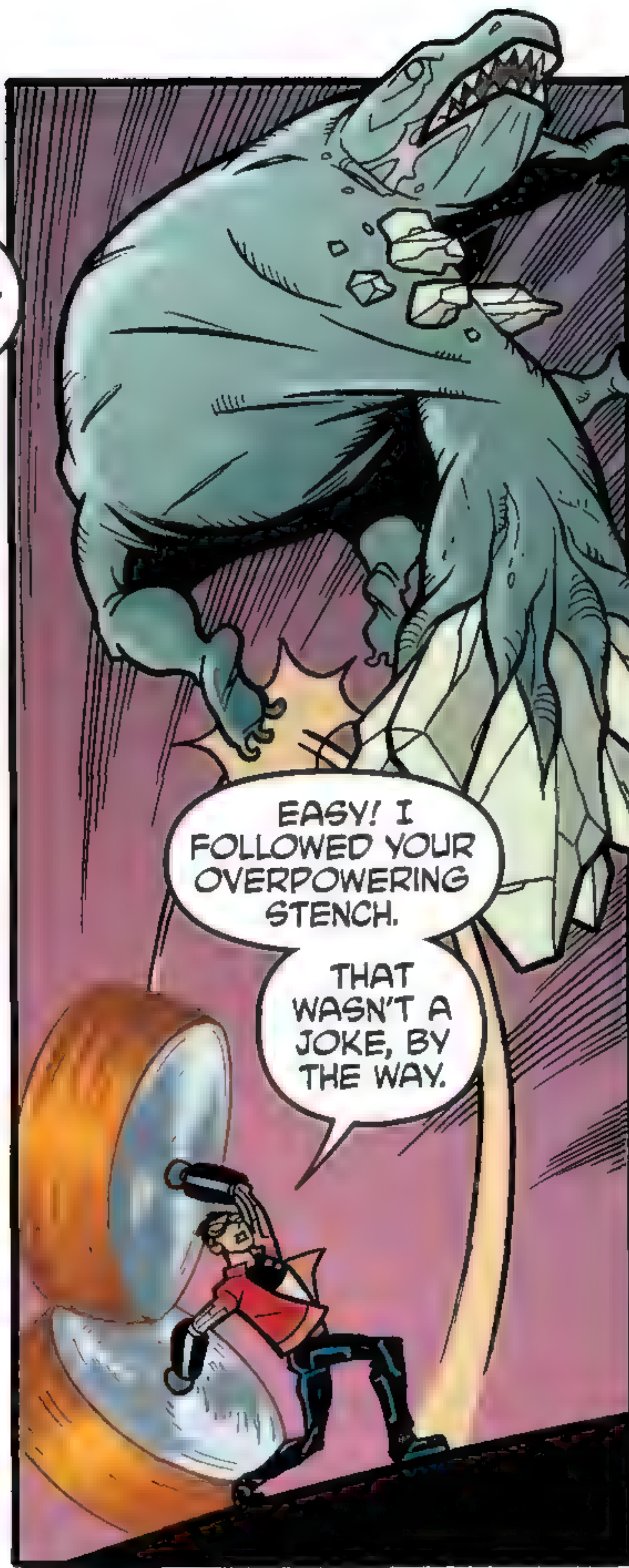
**BEN
TO**
ULTIMATE
ALIEN

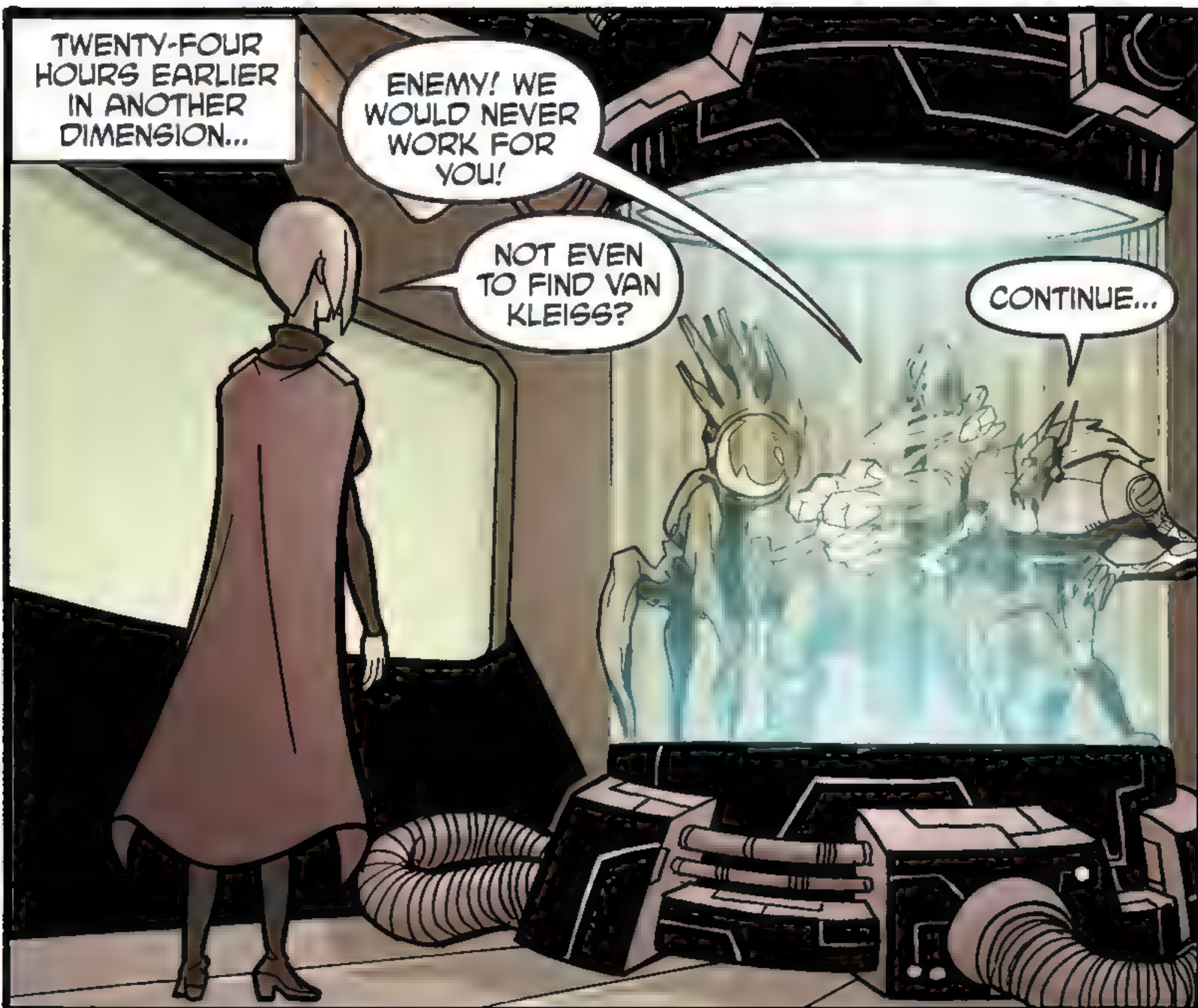
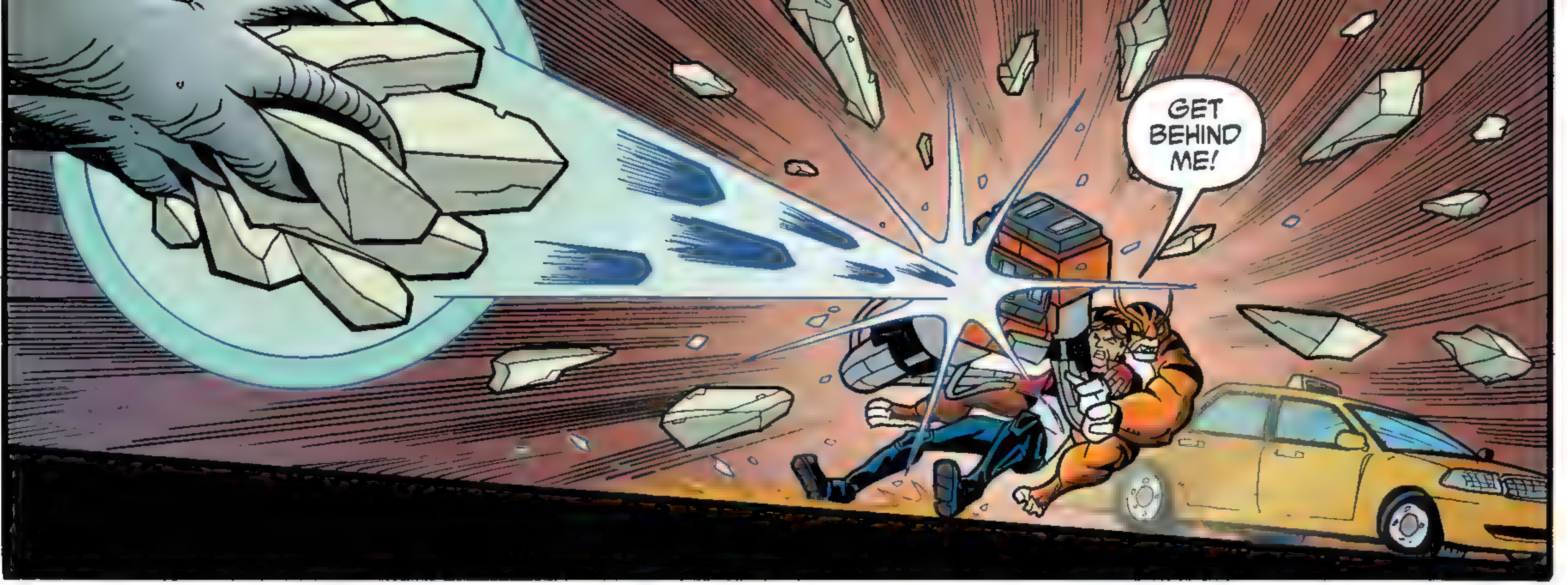
GENERATOR

REX

"HERO TIMES TWO"

WRITERS: ROB HOEGEE AND EUGENE SON ARTIST: MIN S. KU
COLORIST: CHRIS BECKETT LETTERER: DEZI SIENTA
EDITOR: MICHAEL MCALISTER







...AND I NEED YOU THREE TO GO AND GET IT.



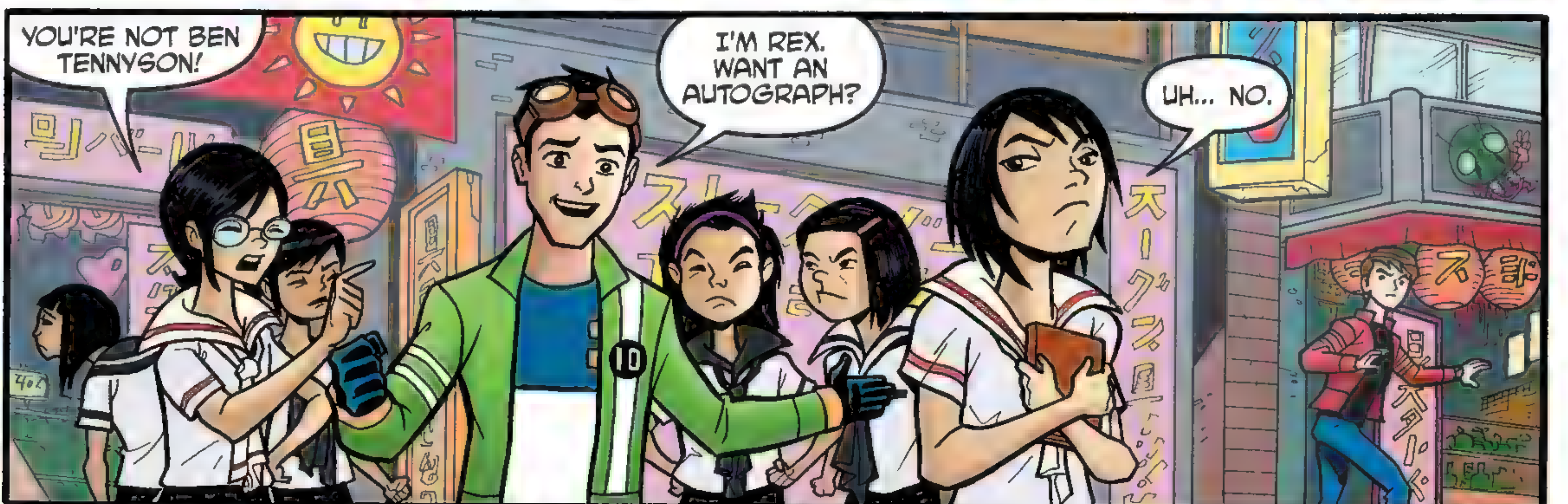
NOW.

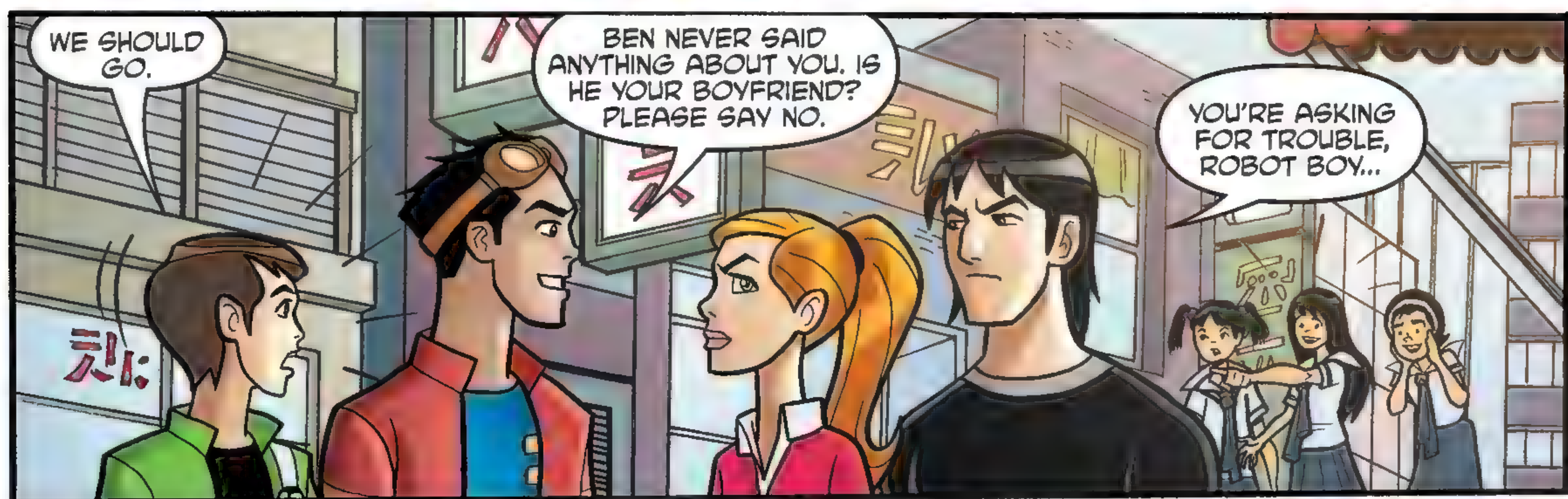
BLACK KNIGHT DIDN'T SEND US HERE TO FIGHT.

YOU'RE RIGHT. WE HAVE A MISSION.

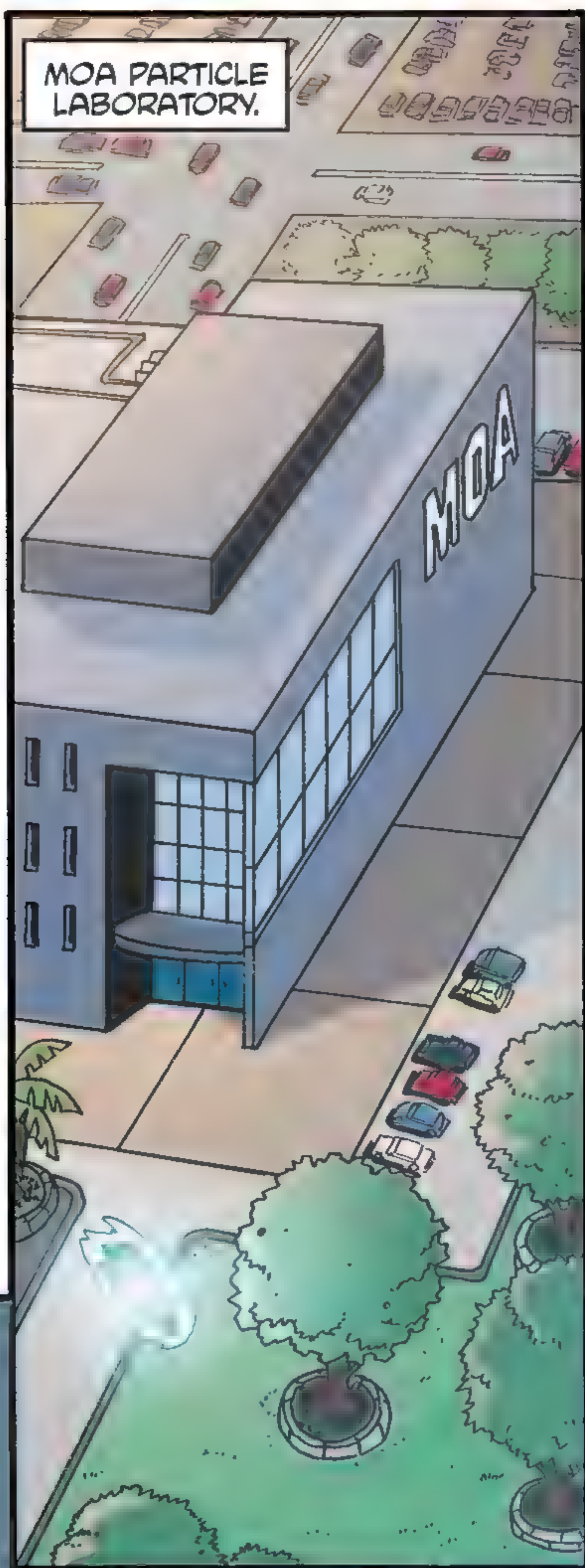




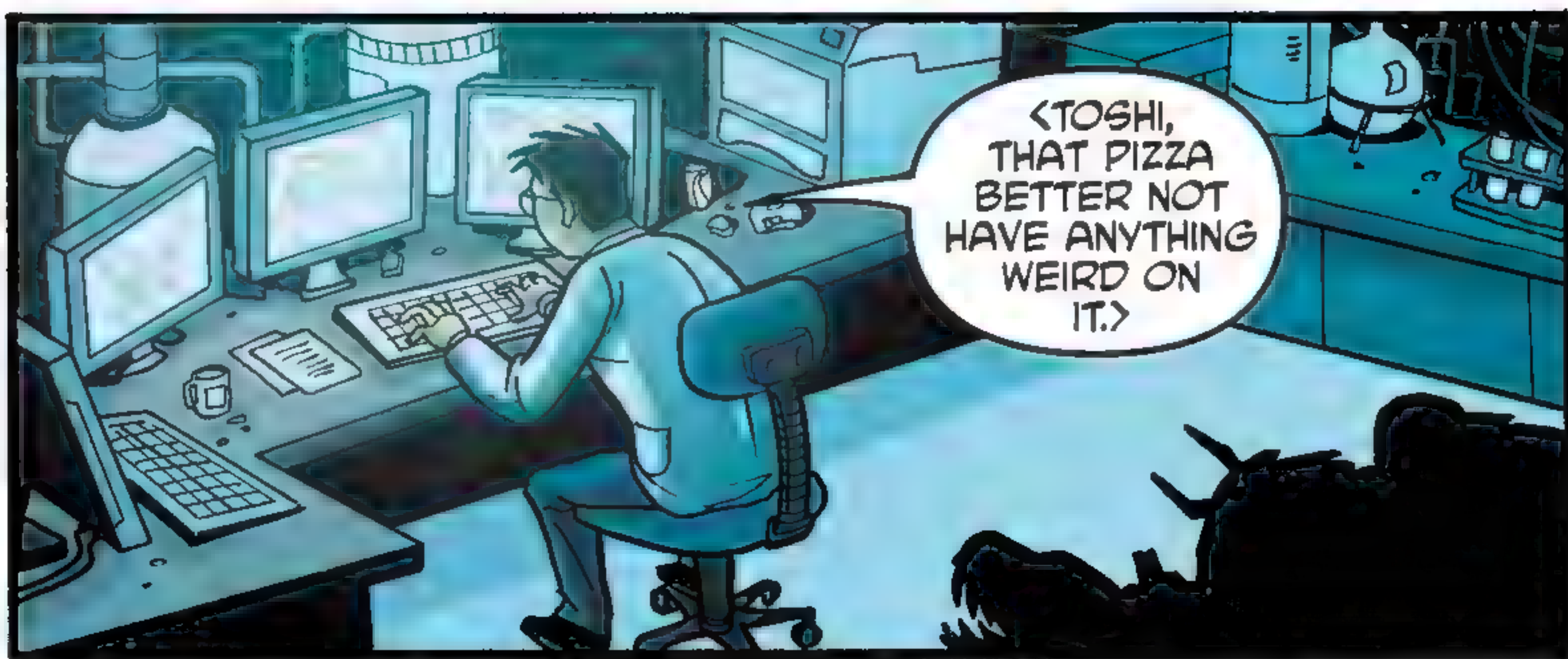








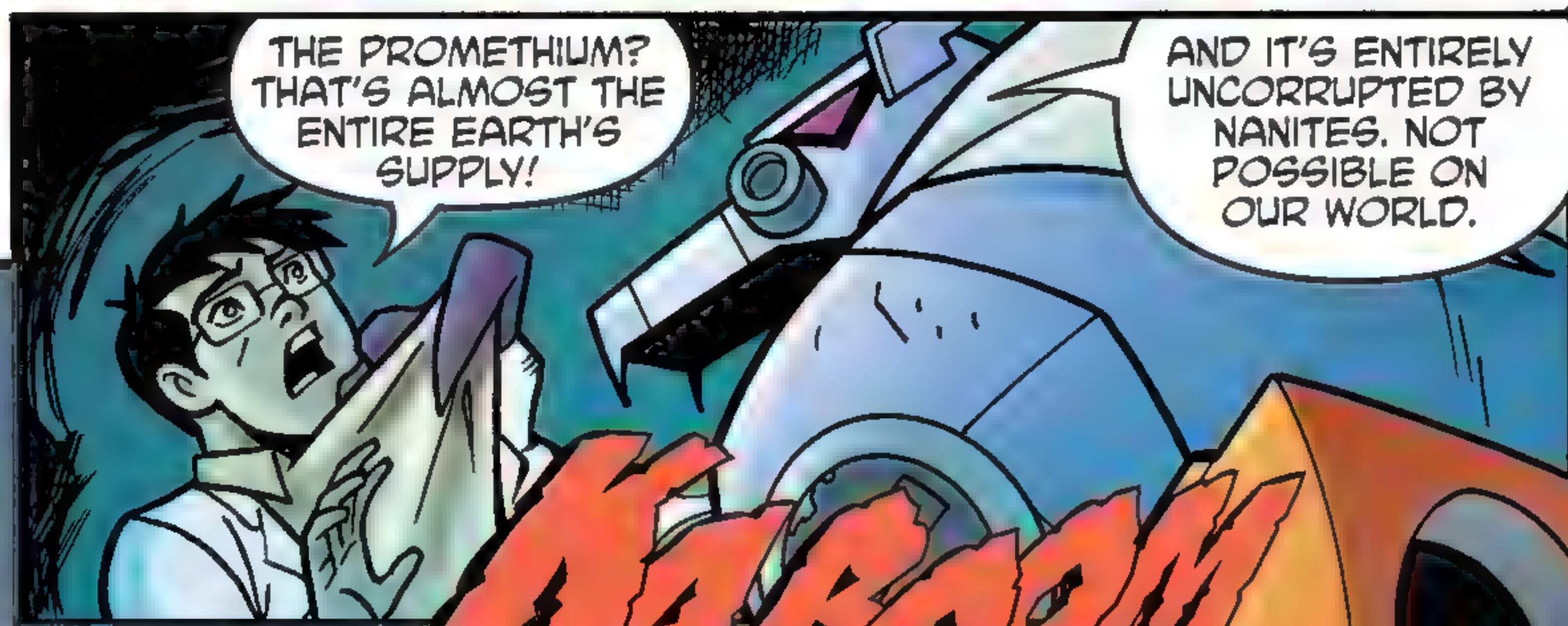
MOA PARTICLE
LABORATORY.



TOSHI,
THAT PIZZA
BETTER NOT
HAVE ANYTHING
WEIRD ON
IT.



WE'VE
COME FOR THE
PROMETHIUM.



THE PROMETHIUM?
THAT'S ALMOST THE
ENTIRE EARTH'S
SUPPLY!

AND IT'S ENTIRELY
UNCORRUPTED BY
NANITES. NOT
POSSIBLE ON
OUR WORLD.

KABOOM



DROP THE SMART GUY
AND STEP AWAY FROM
THE SCIENCE.

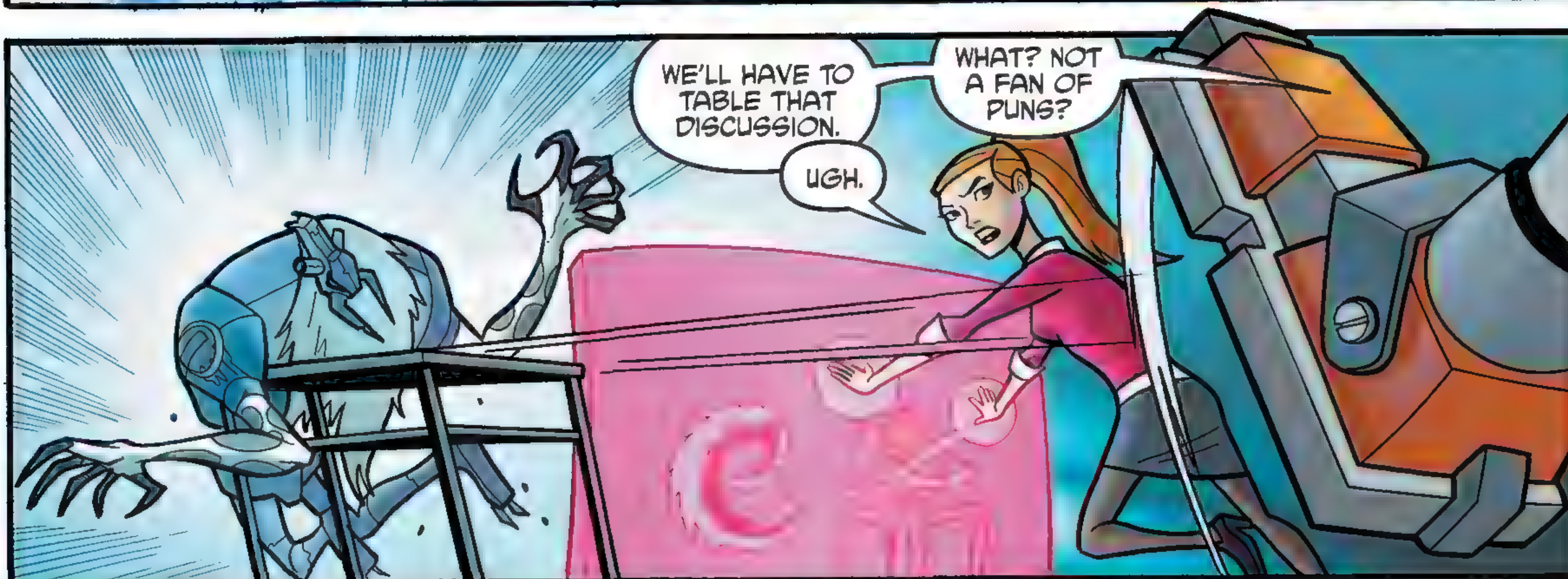
YOU TWO
REALIZE THIS
PLACE HAS A
DOOR.

NOW
IT'S GOT
TWO.



TOO LATE, REX.

DON'T LET THEM GO THROUGH THAT PORTAL!



WE'LL HAVE TO TABLE THAT DISCUSSION.

WHAT? NOT A FAN OF PUNS?

UGH.



SPIDERMONKEY!



WHAT ARE THOSE GUYS AFTER?

PROMETHIUM, RARE EARTH ELEMENT. HIGHLY MAGNETIC.

NO WAY. ARE YOU BEN TENNYSON?



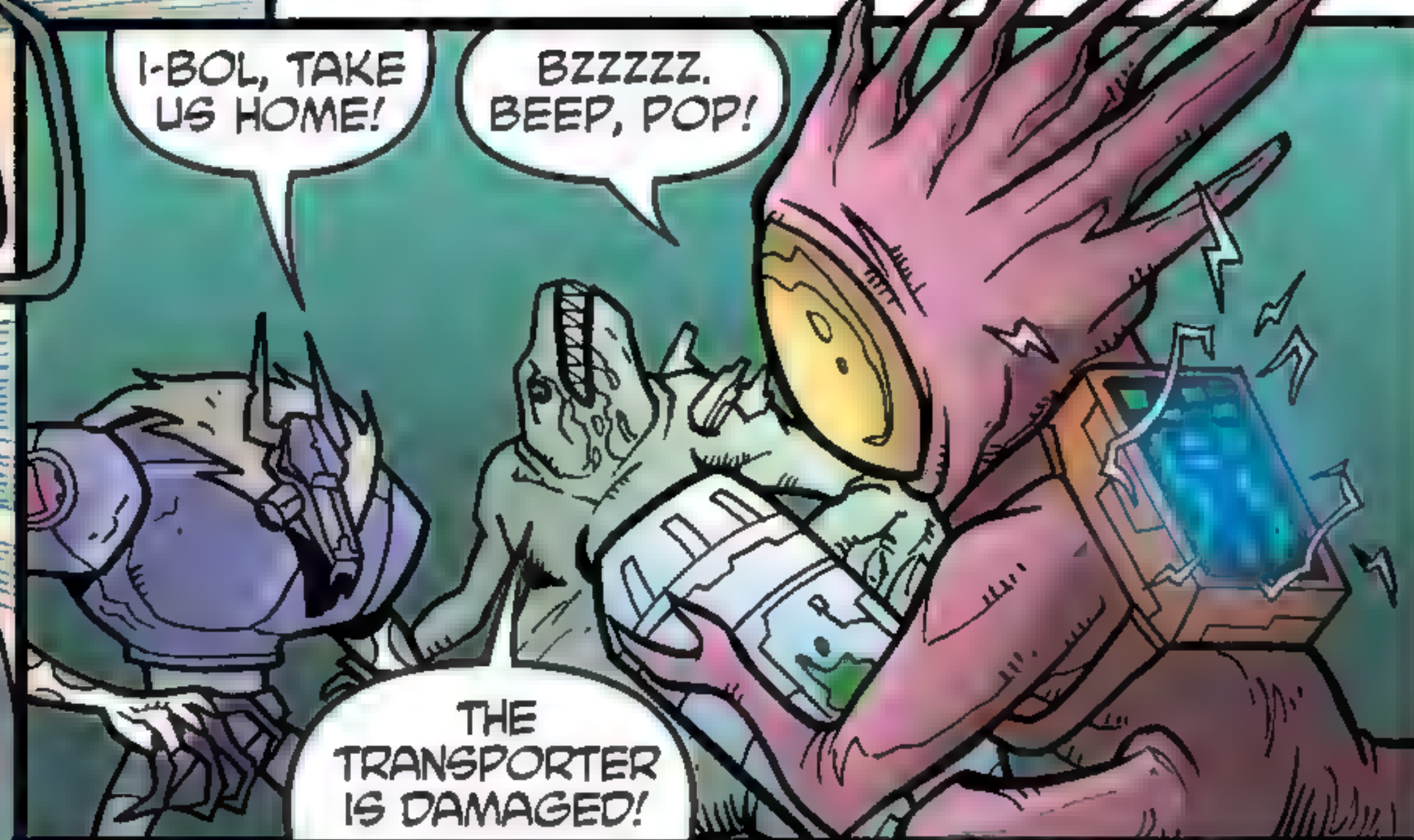
BLACK KNIGHT WILL PUT YOU IN THE DOG HOUSE WHEN YOU COME BACK EMPTY-HANDED.

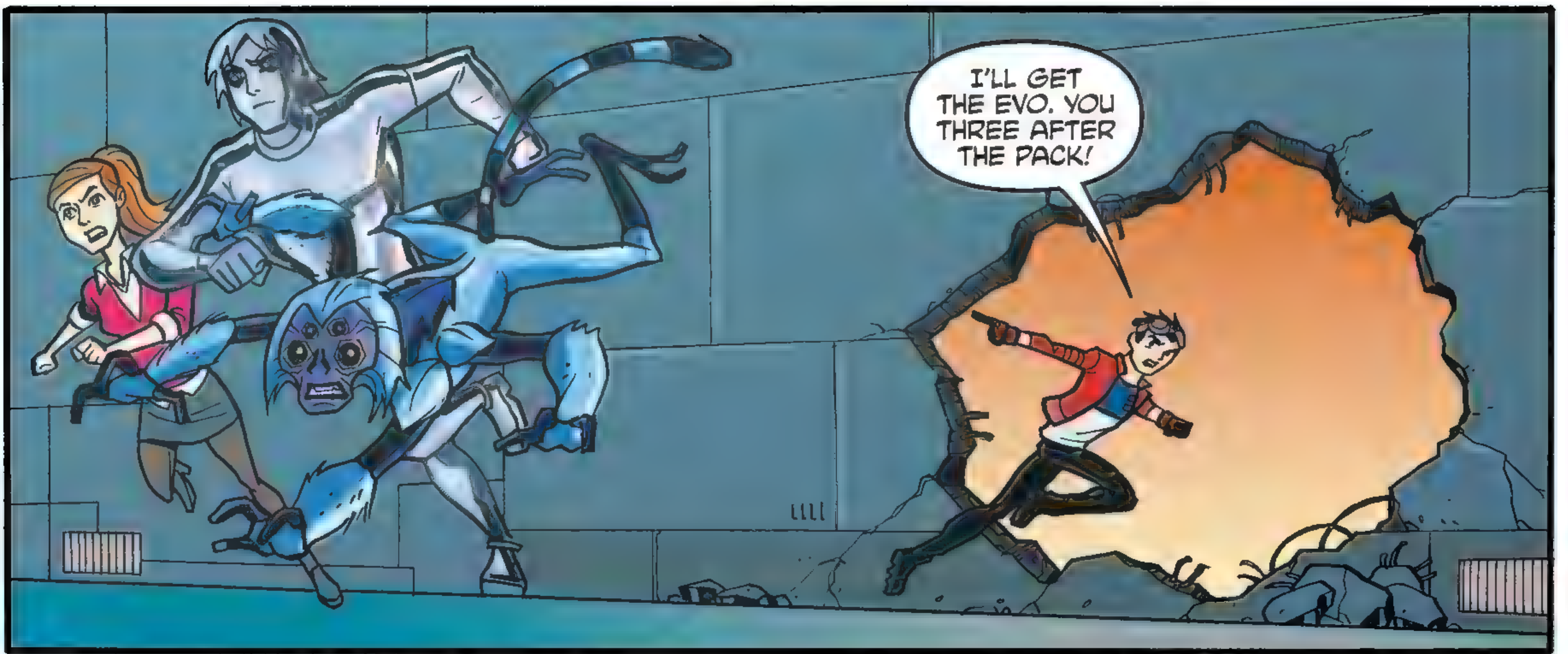
ENOUGH WITH THE JIBBER JABBER. YOU'RE ALMOST AS BAD AS TENNYSON.

THE PROMETHIUM IS OURS, BUT I DON'T WANT YOU TO LEAVE EMPTY-HANDED...

...SO HERE'S A LITTLE SOUVENIR.

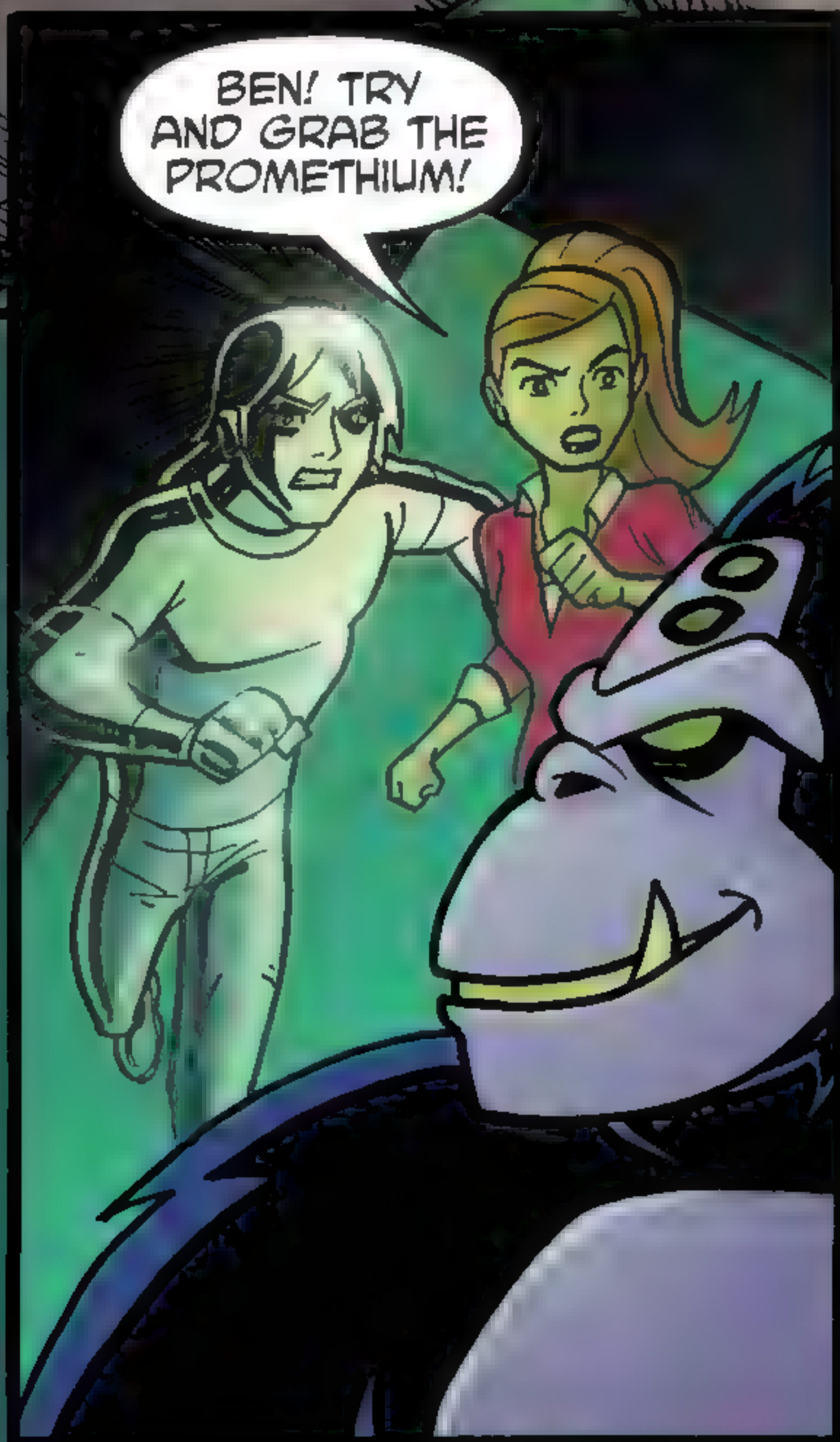








ROAR!



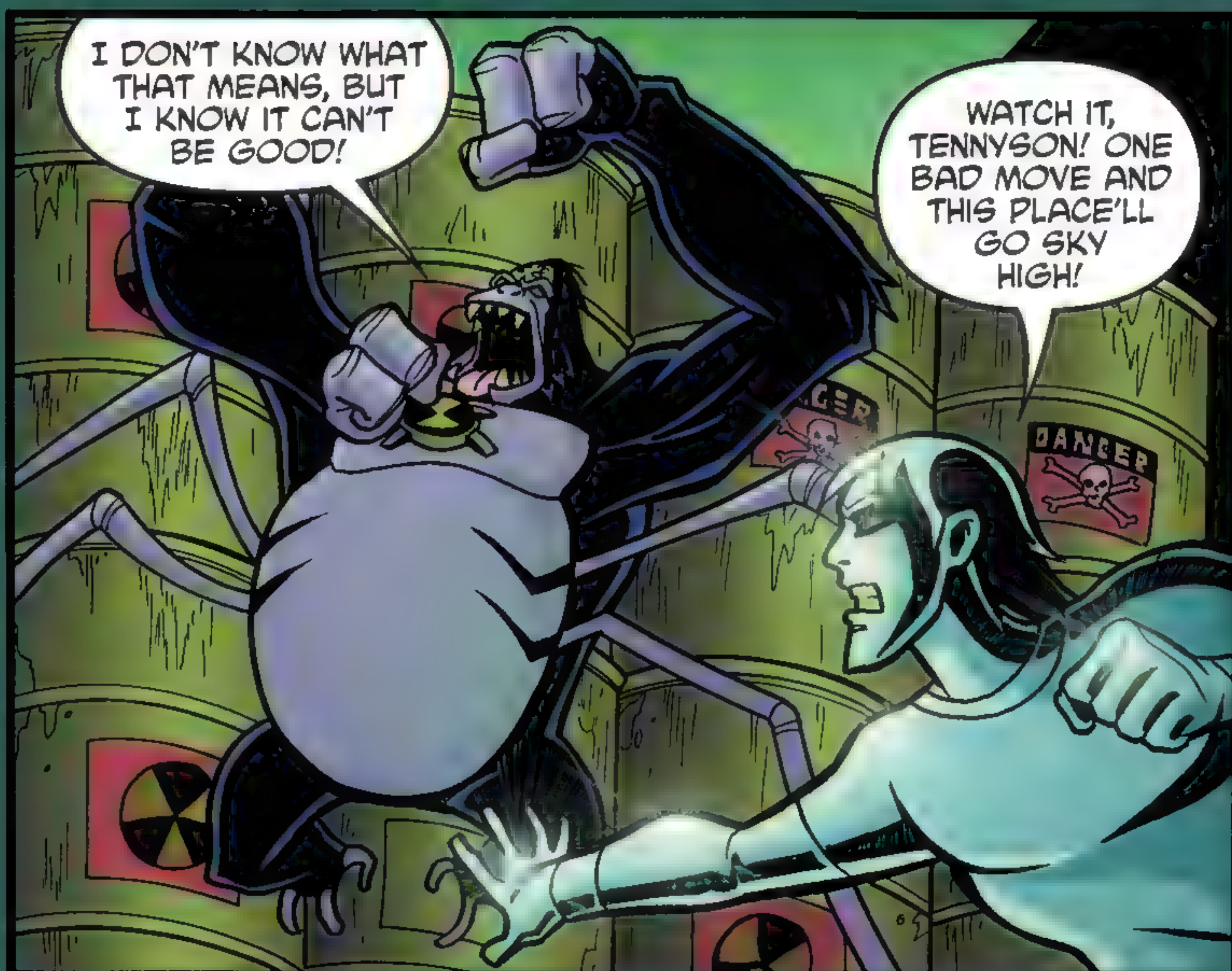
BEN! TRY AND GRAB THE PROMETHIUM!



PROMETHIUM? THAT'S A MOUTHFUL!



NEVER! BLACK KNIGHT NEEDS IT TO BRING VAN KLEISS BACK TO OUR TIME!



I DON'T KNOW WHAT THAT MEANS, BUT I KNOW IT CAN'T BE GOOD!

WATCH IT, TENNYSON! ONE BAD MOVE AND THIS PLACE'LL GO SKY HIGH!



WHAT ARE YOU TALKING ABOUT?

OH, VIKES.

ON THE
STREETS OF
TOKYO...

THE
PEOPLE,
THE NEON, THE
RAMPAGING
MONSTERS...

I LOVE
THIS TOWN.

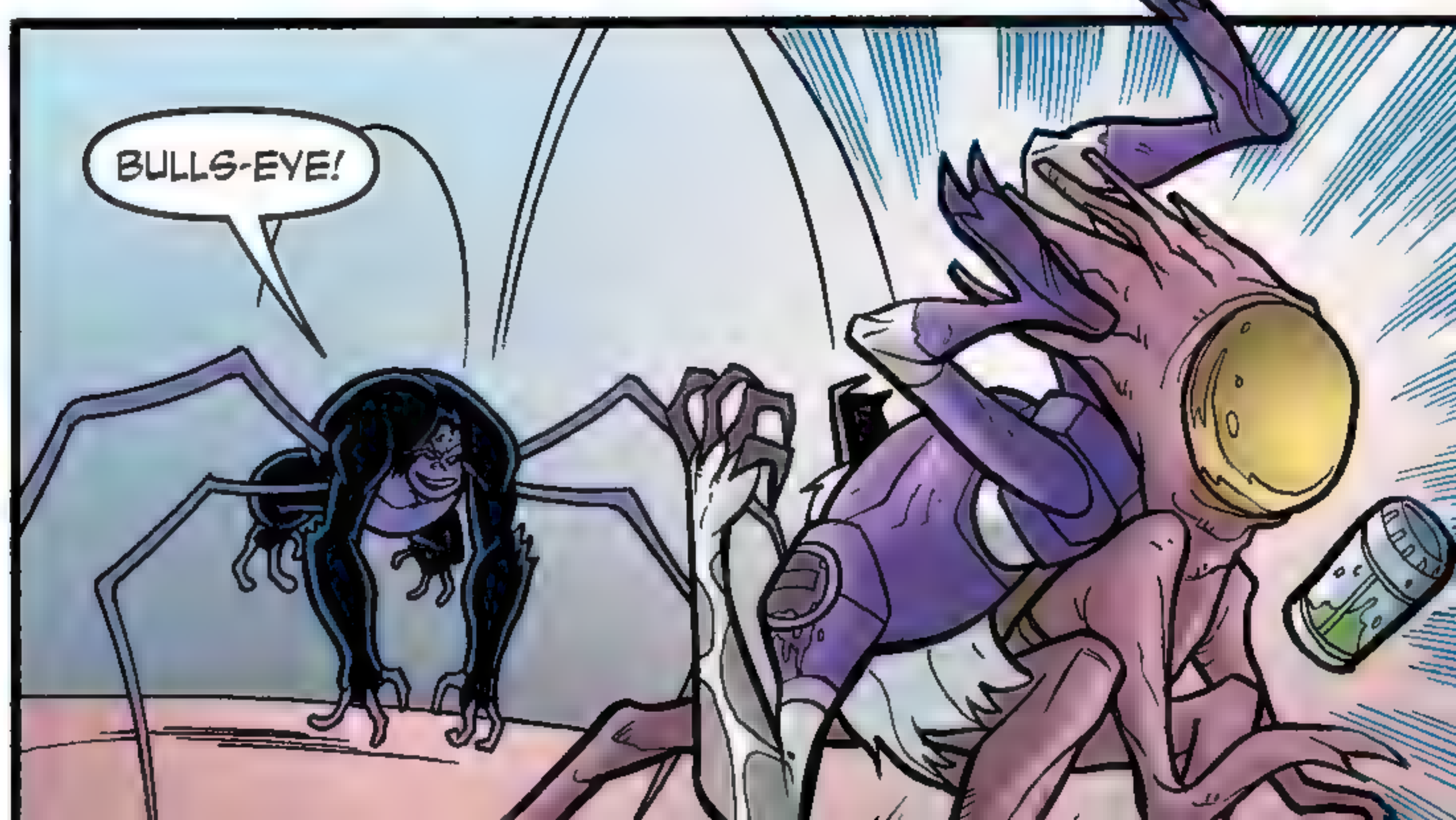
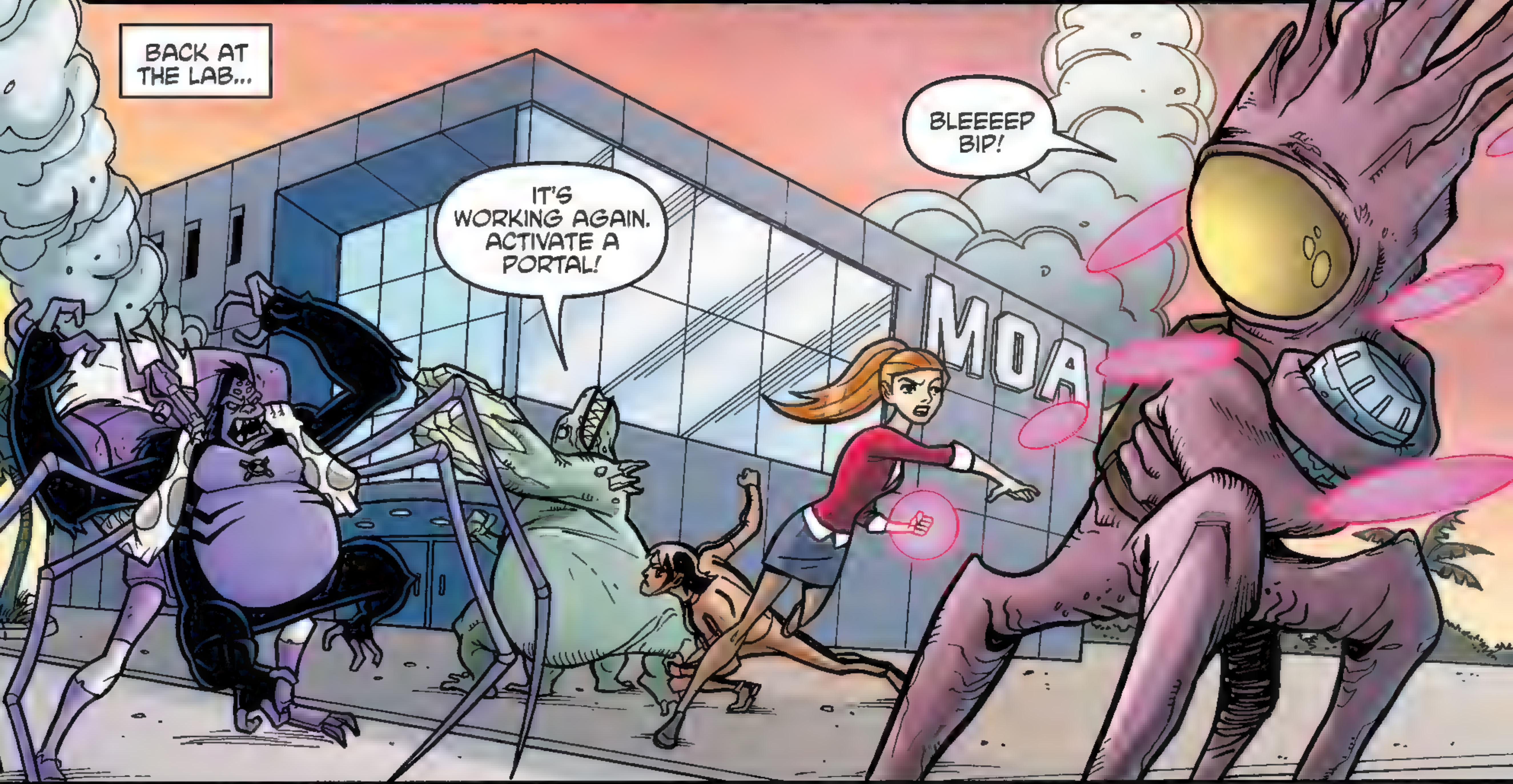
HEY BUDDY,
YOU GOT A
SECOND?

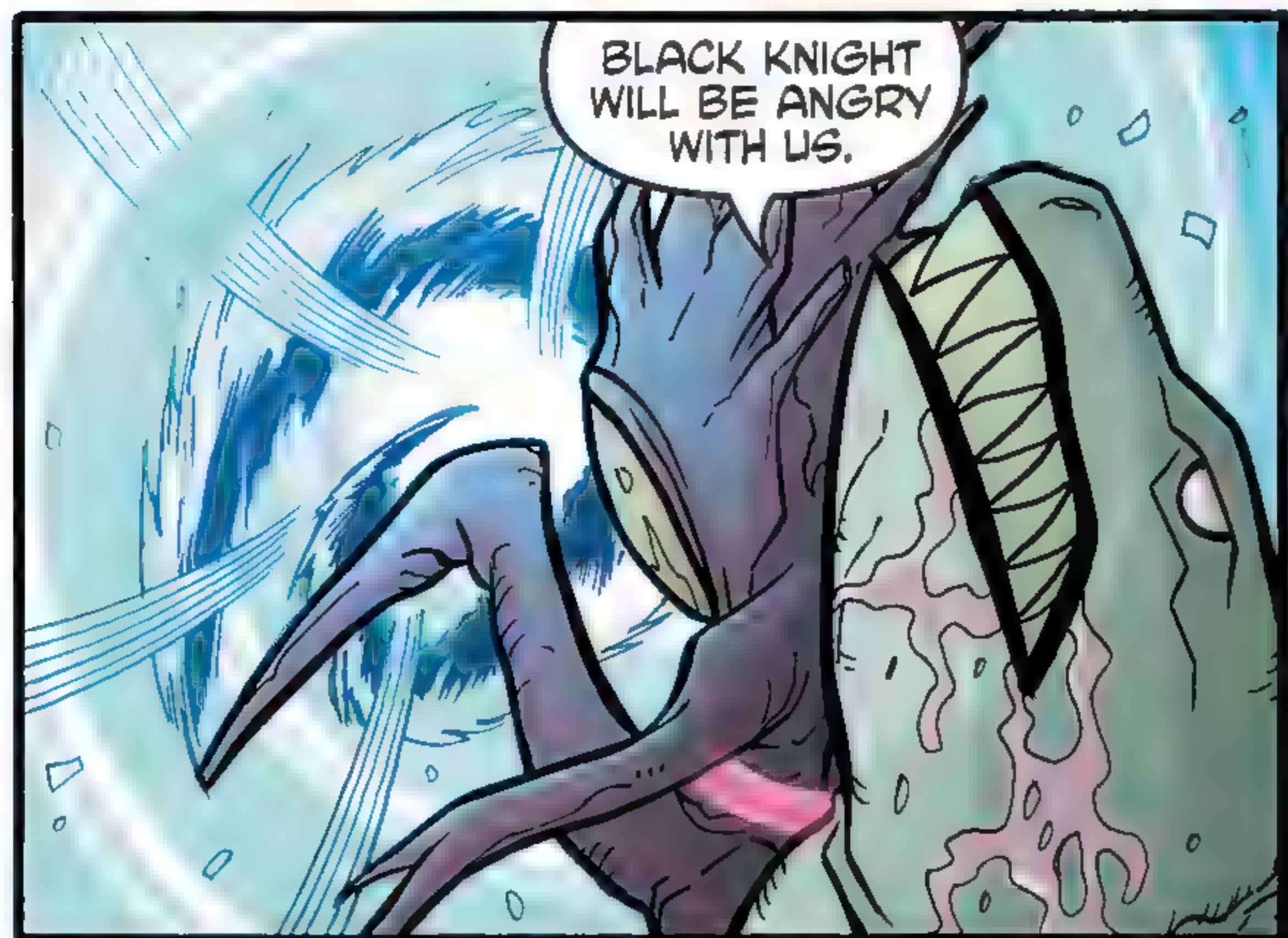
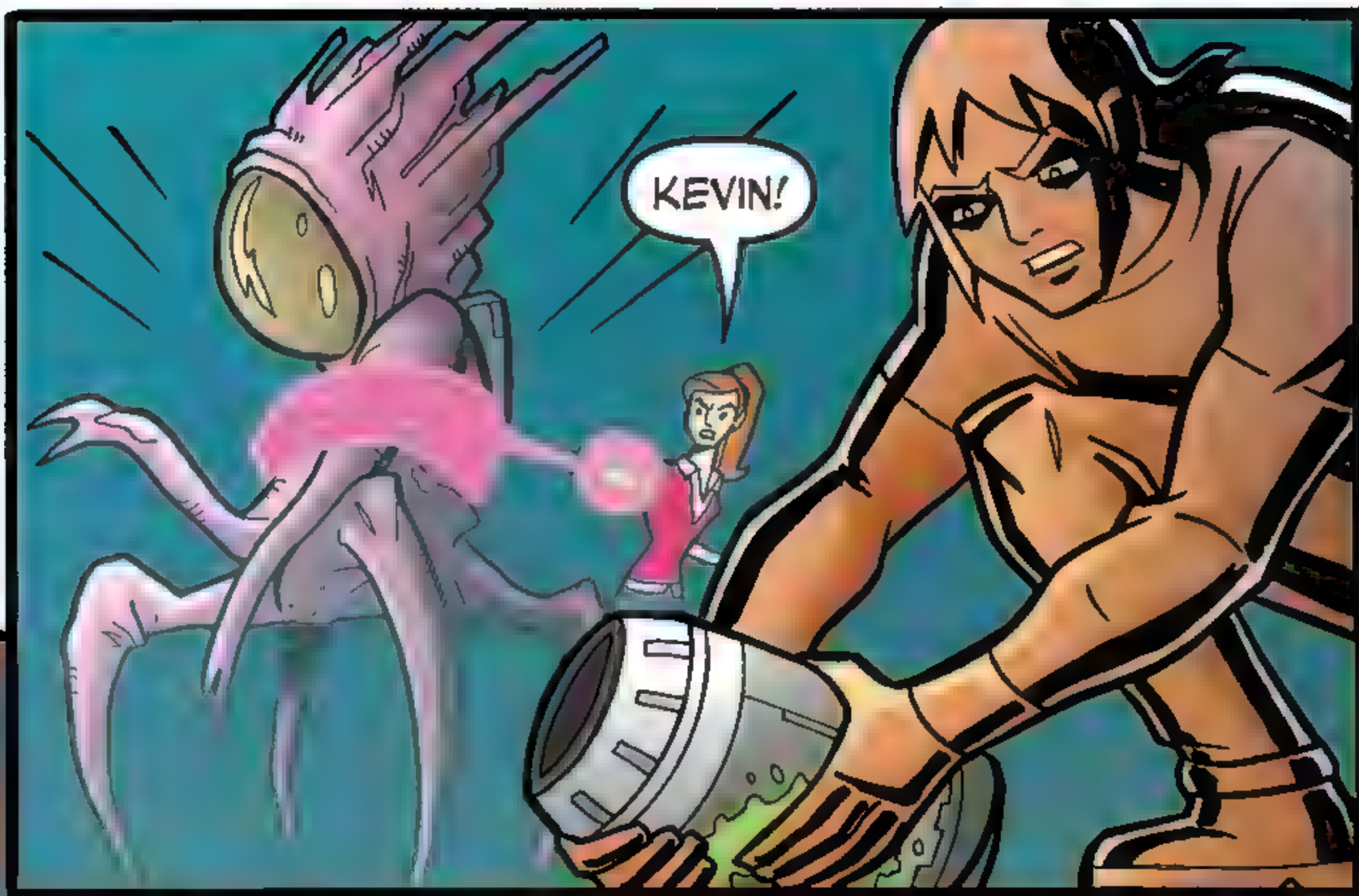
BE CAREFUL
WITH THAT
THING! YOU
COULD HURT
SOMEONE.

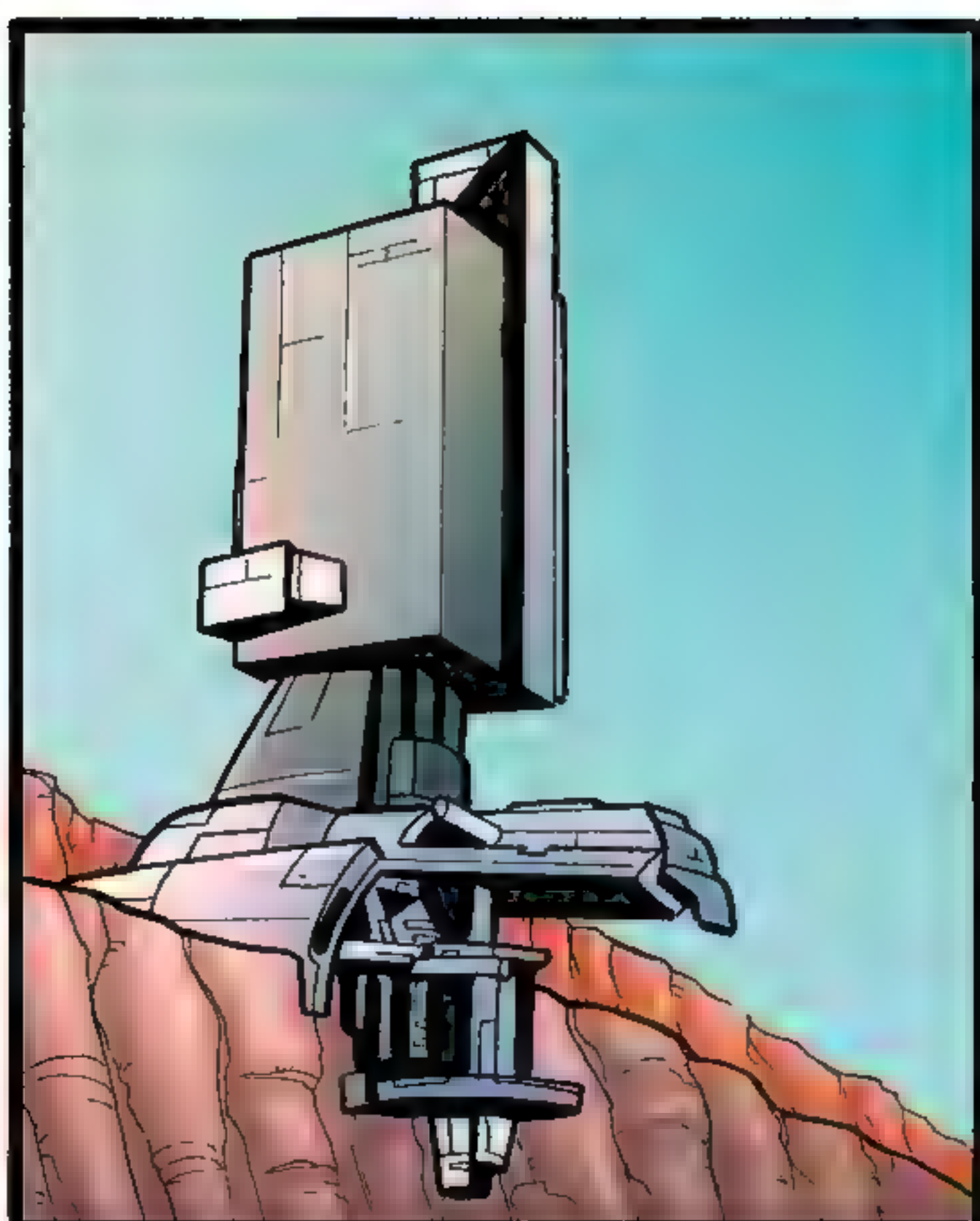
LIKE THE GUY
ABOUT TO
MAKE YOU
NORMAL
AGAIN.

ON THE
BRIGHT SIDE,
YOU'LL PROBABLY
BE ON THE NEWS
TONIGHT.

W-WHAT
JUST
HAPPENED
TO ME?









CHRISTMAS CLOWN

WRITER
JAKE BLACK
ARTIST
LUCIANO VECCHIO

COLORS
CHRIS BECKETT
LETTERS
CARLOS M. MANGUAL

EDITOR
MICHAEL MCCALISTER

I CAN'T BELIEVE I'M ACTUALLY GOING TO A MALL TWO DAYS BEFORE CHRISTMAS. WHAT WAS I THINKING?

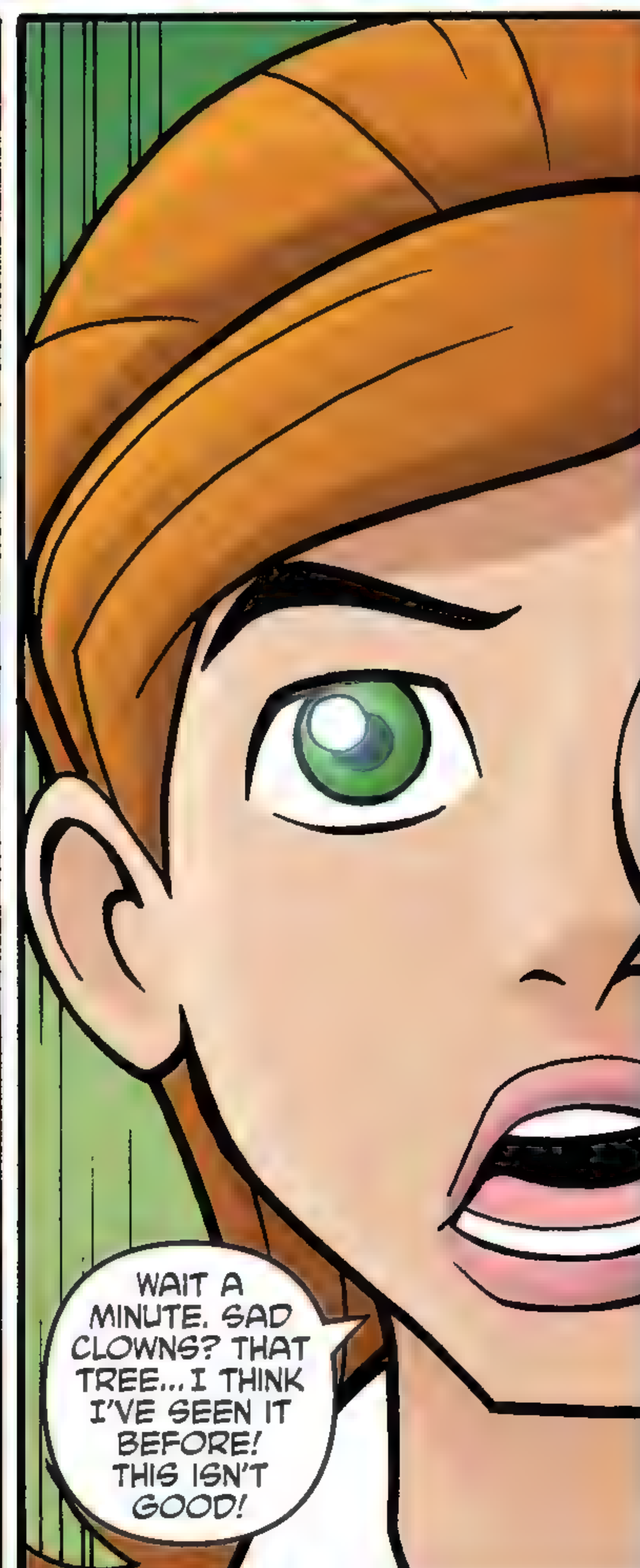
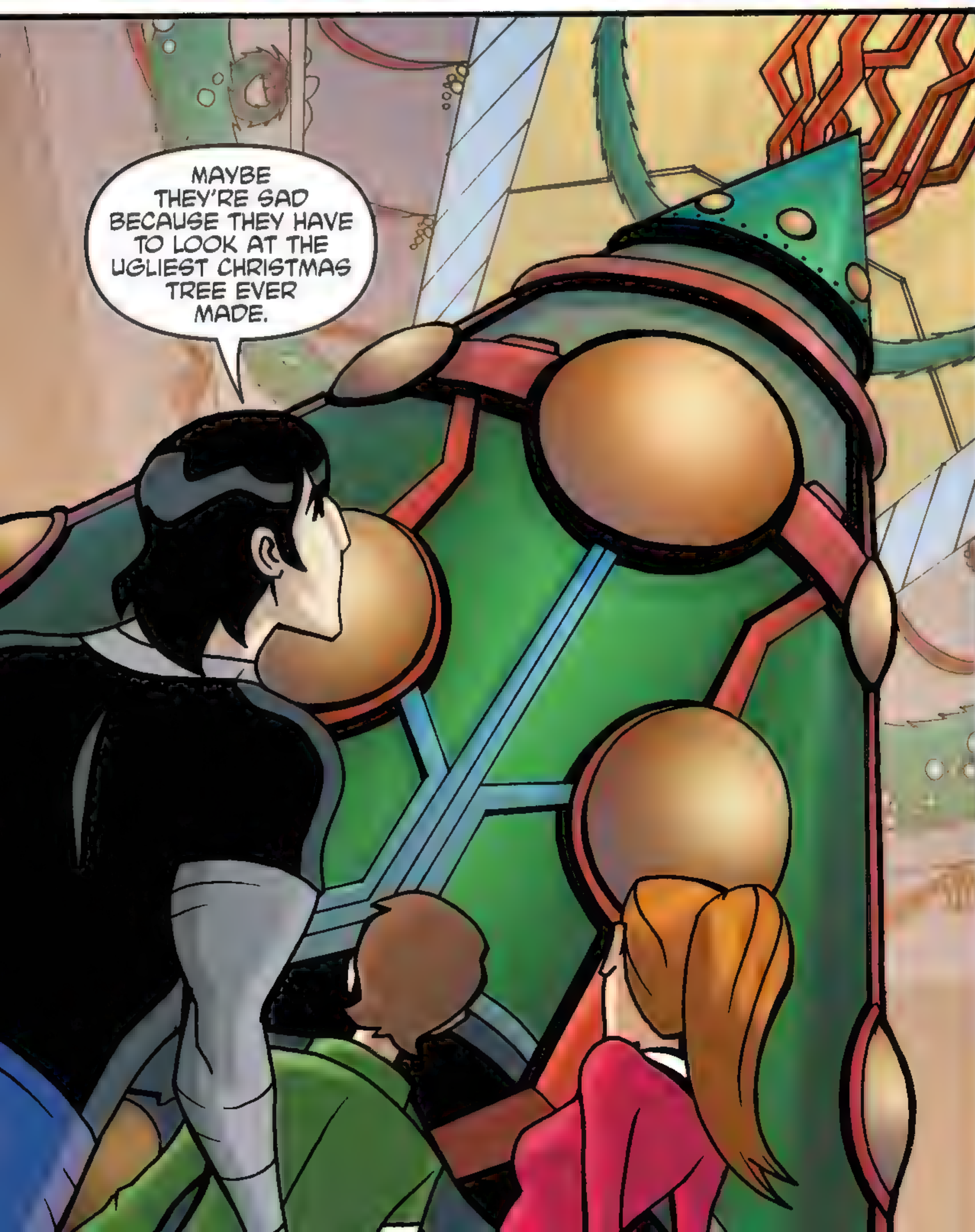
PROBABLY WHAT YOU'RE ALWAYS THINKING-- NOTHING!

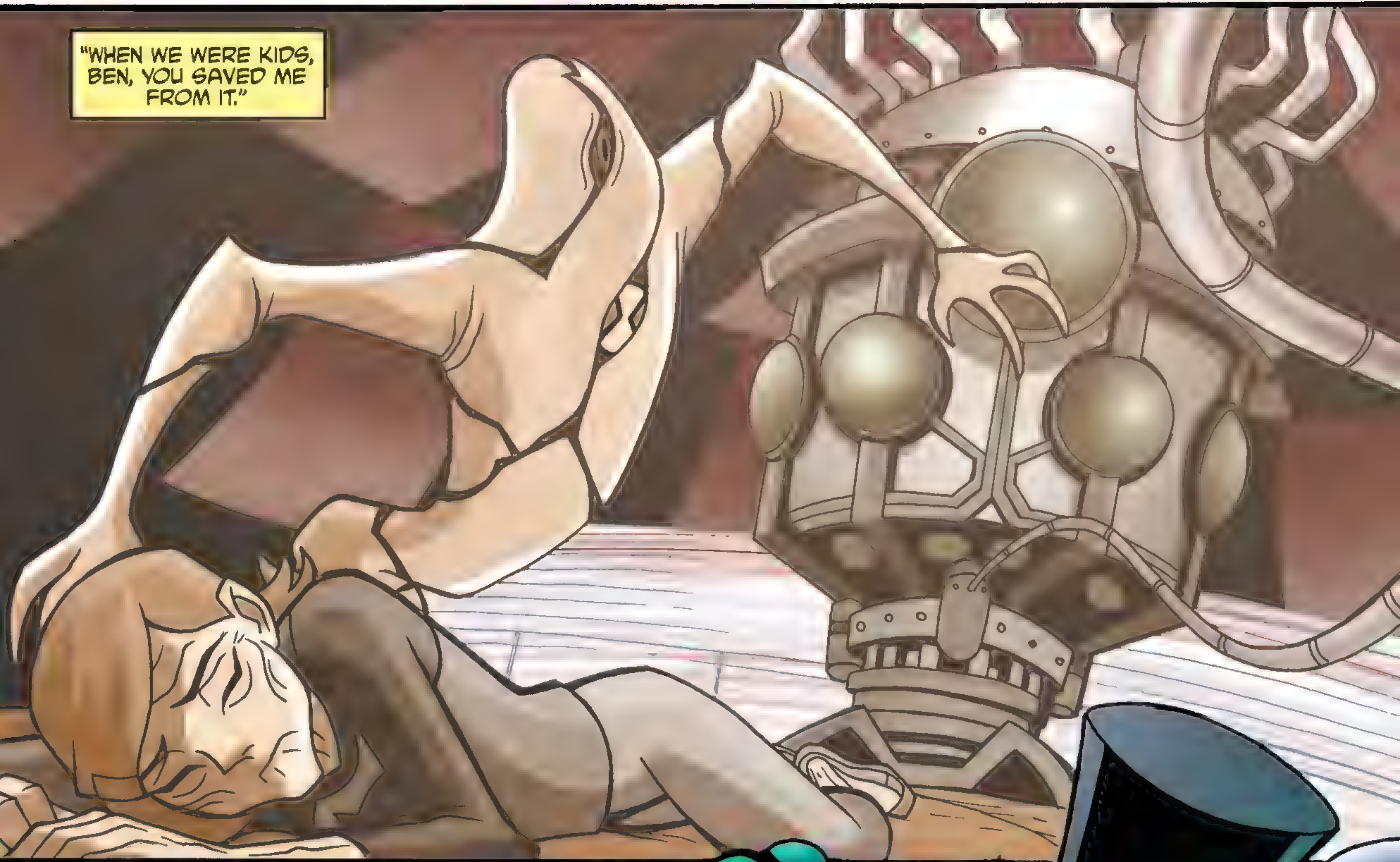
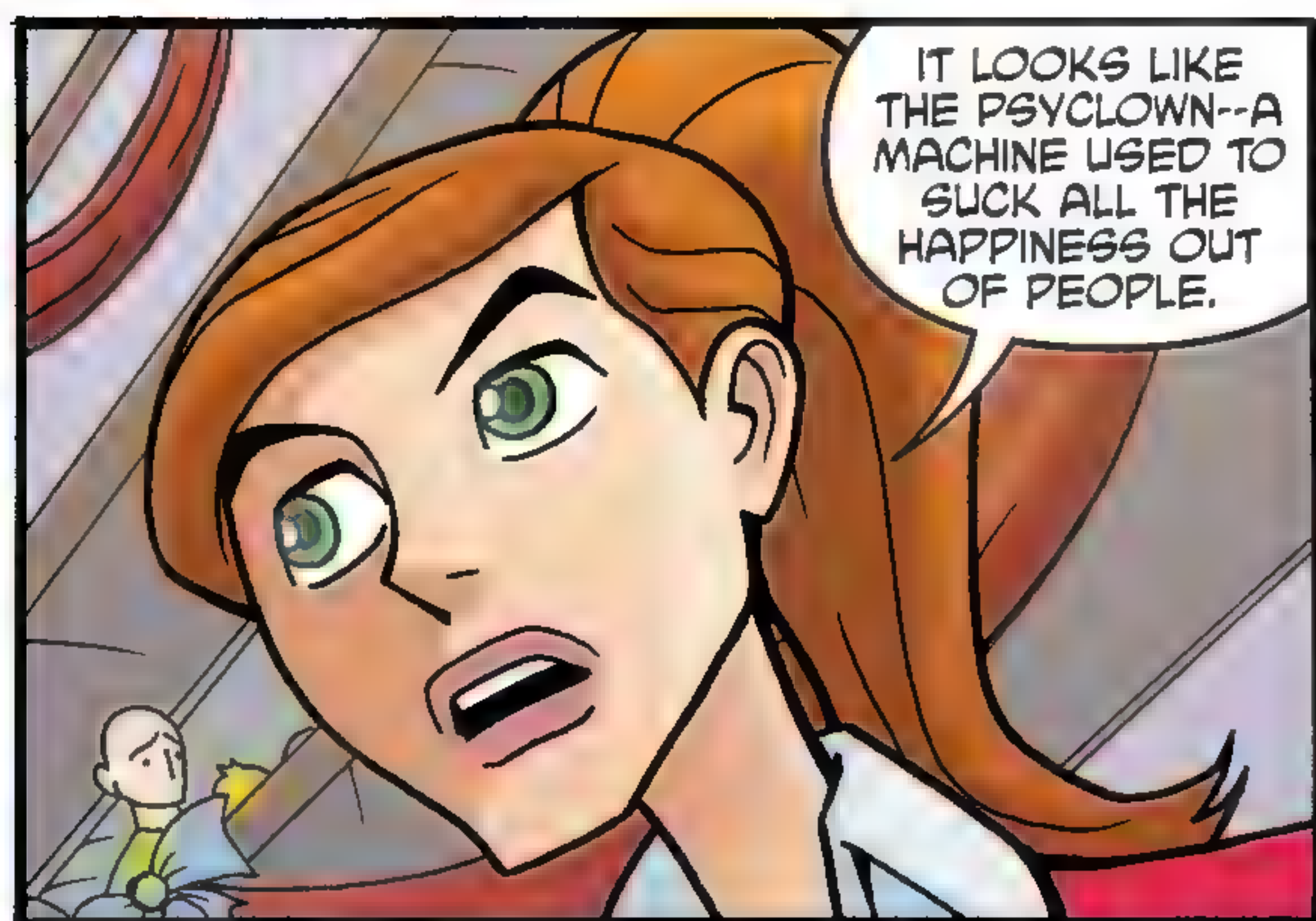
SOMETHING'S NOT RIGHT HERE.

YEAH. WE BROUGHT BEN WITH US.







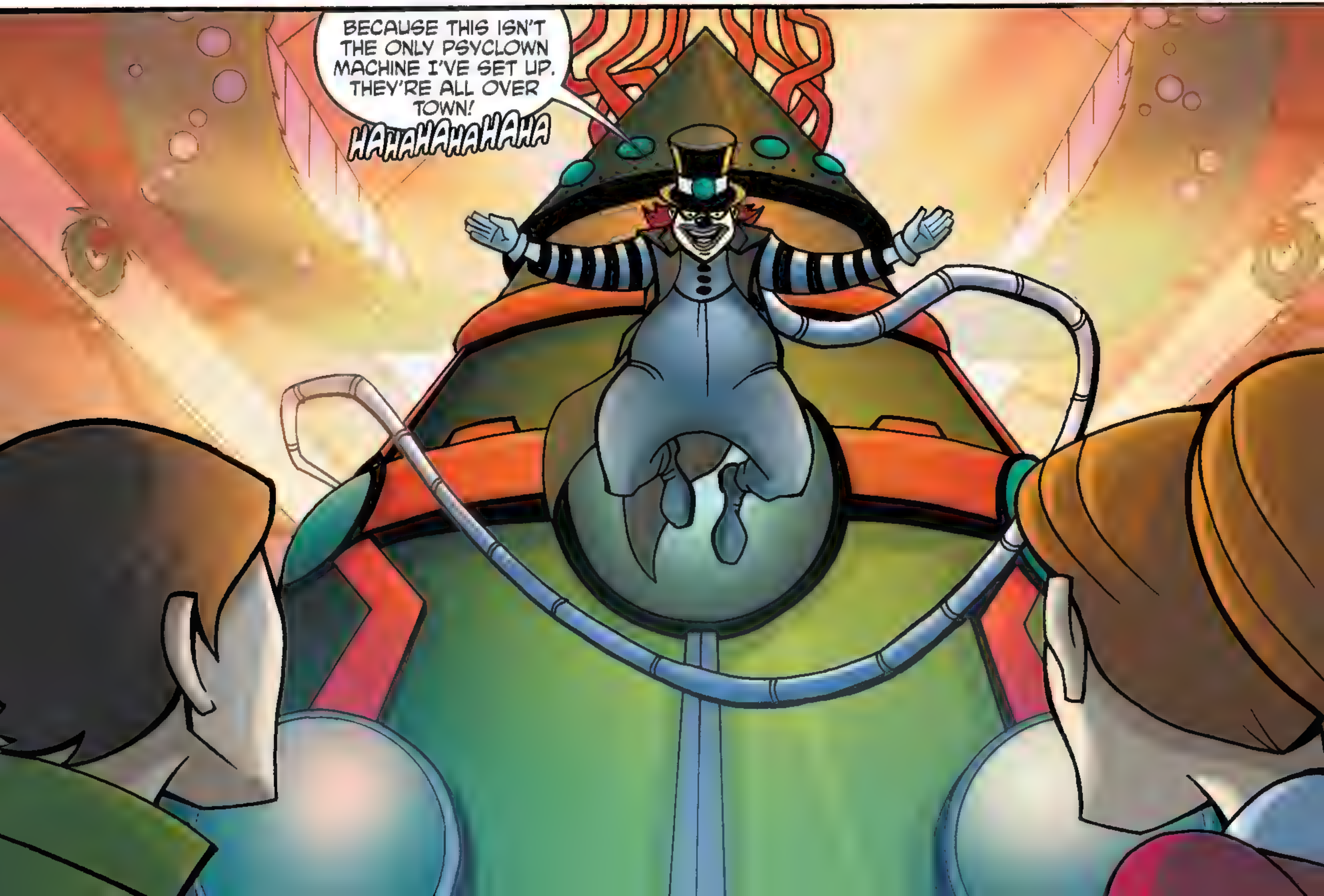




GWEN WAS RIGHT. THIS IS
A TIME OF JOY AND LOVE.
THE PERFECT TIME OF
YEAR FOR ME TO USE MY
NEW PSYCLOWN TO FEED
OFF EVERYONE'S
HAPPINESS!

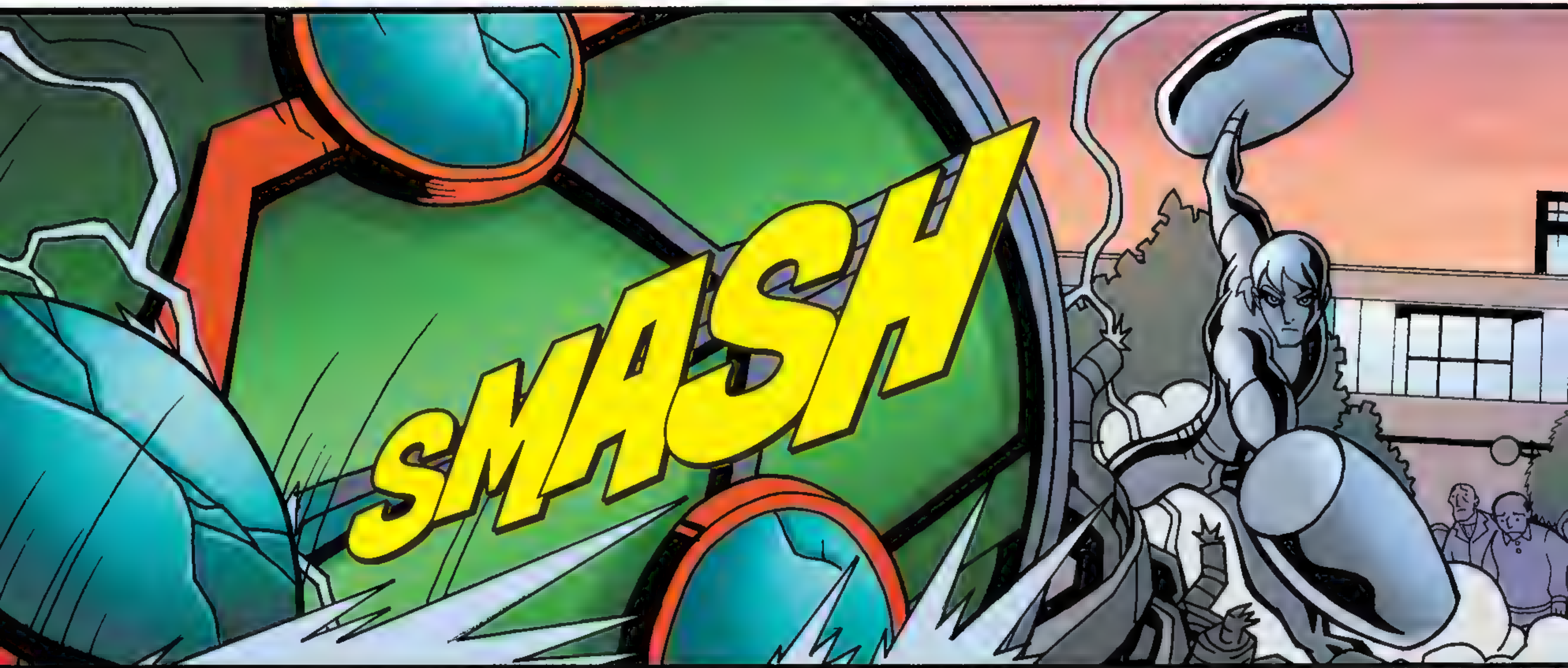


WE'VE BEATEN YOU
BEFORE. WHY DO
YOU THINK THIS
TIME WILL BE ANY
DIFFERENT?!

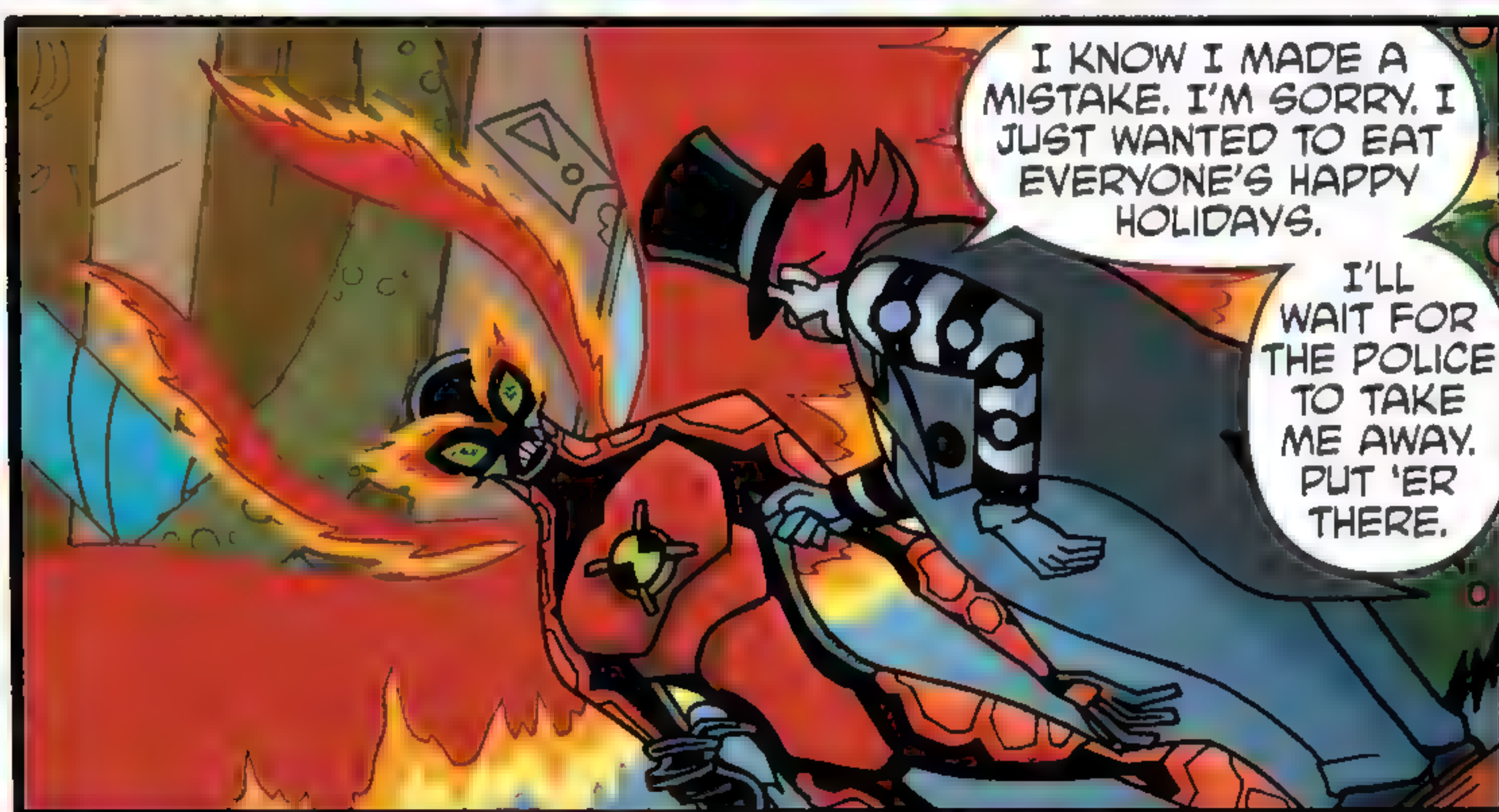
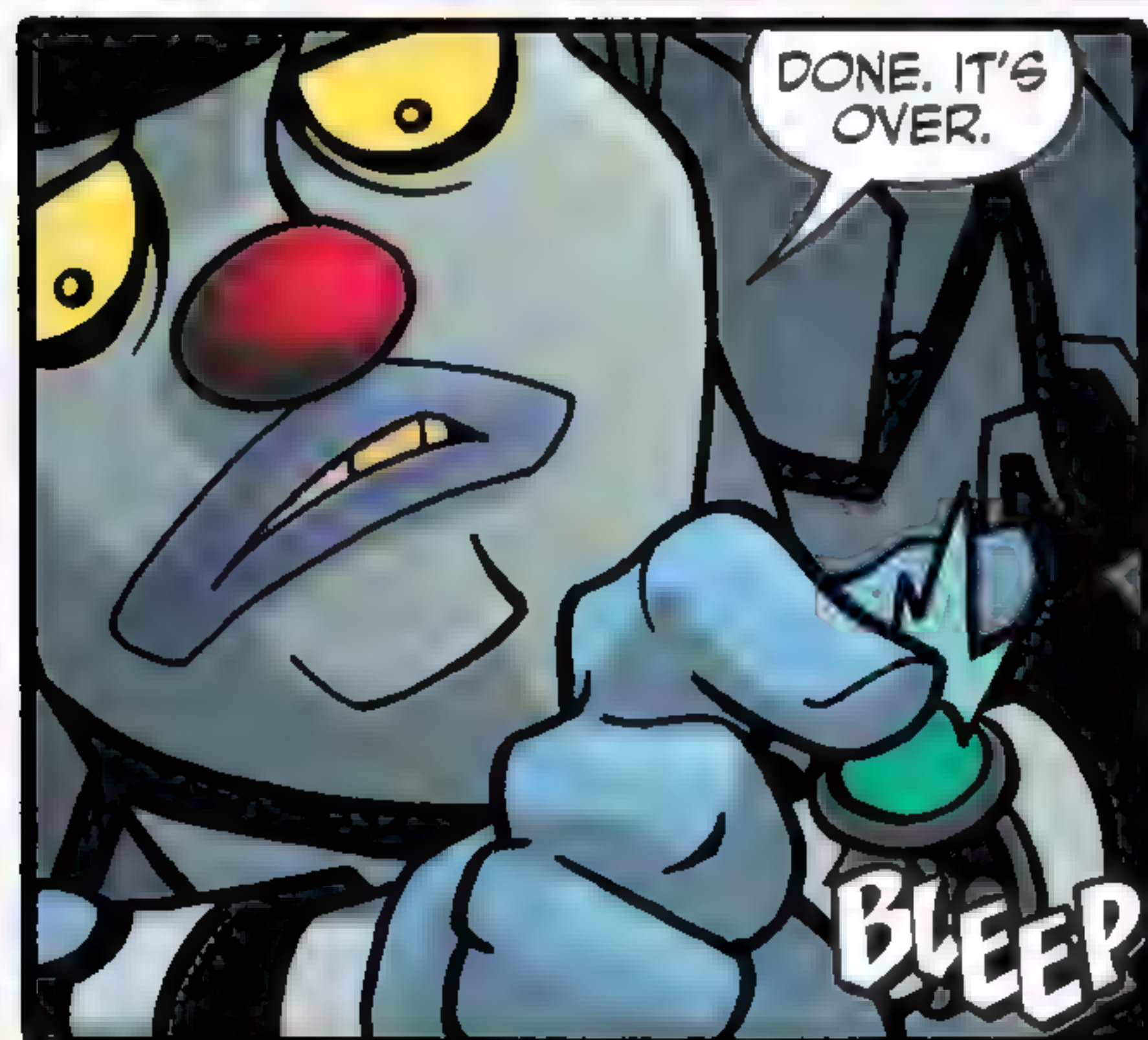


BECAUSE THIS ISN'T
THE ONLY PSYCLOWN
MACHINE I'VE SET UP.
THEY'RE ALL OVER
TOWN!
HAHAHAHAHA











THE
END

BLACK KNIGHT'S

FLIGHT

WRITER: JASON BISCHOFF

PENCILS: MIKE CAVALLARO

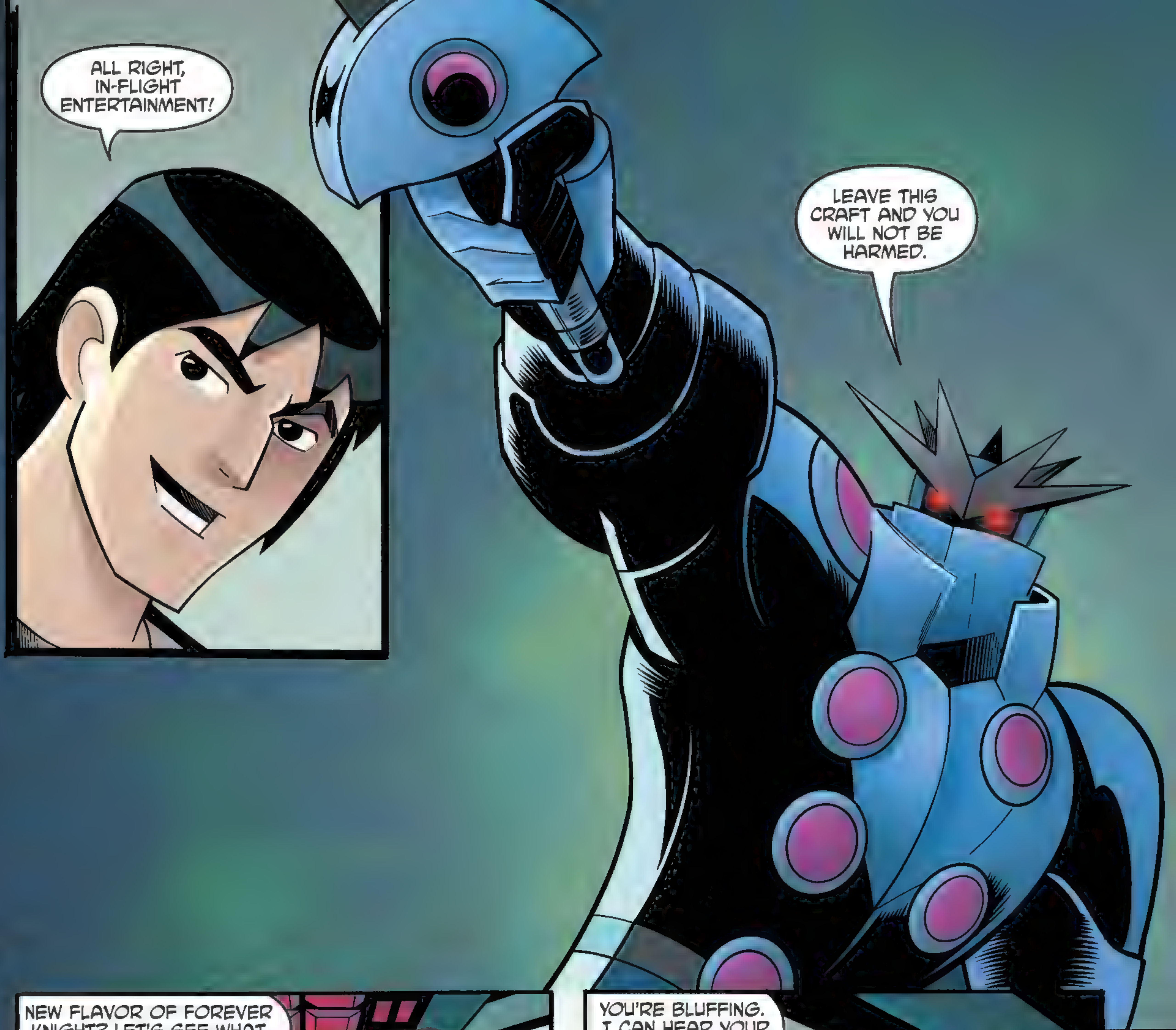
INKS: JONATHAN BOLERJACK

COLORS: CHRIS BECKETT LETTERS: DEZI SIENY

EDITOR: MICHAEL MCCALISTER

UH,
GUYS?
WE'VE
GOT A
STOWAWAY!





ALL RIGHT,
IN-FLIGHT
ENTERTAINMENT!

LEAVE THIS
CRAFT AND YOU
WILL NOT BE
HARMED.

NEW FLAVOR OF FOREVER
KNIGHT? LET'S SEE WHAT
YOU'VE GOT. AUTO PILOT,
ENGAGE.

AUTOPILOT
ENGAGED.



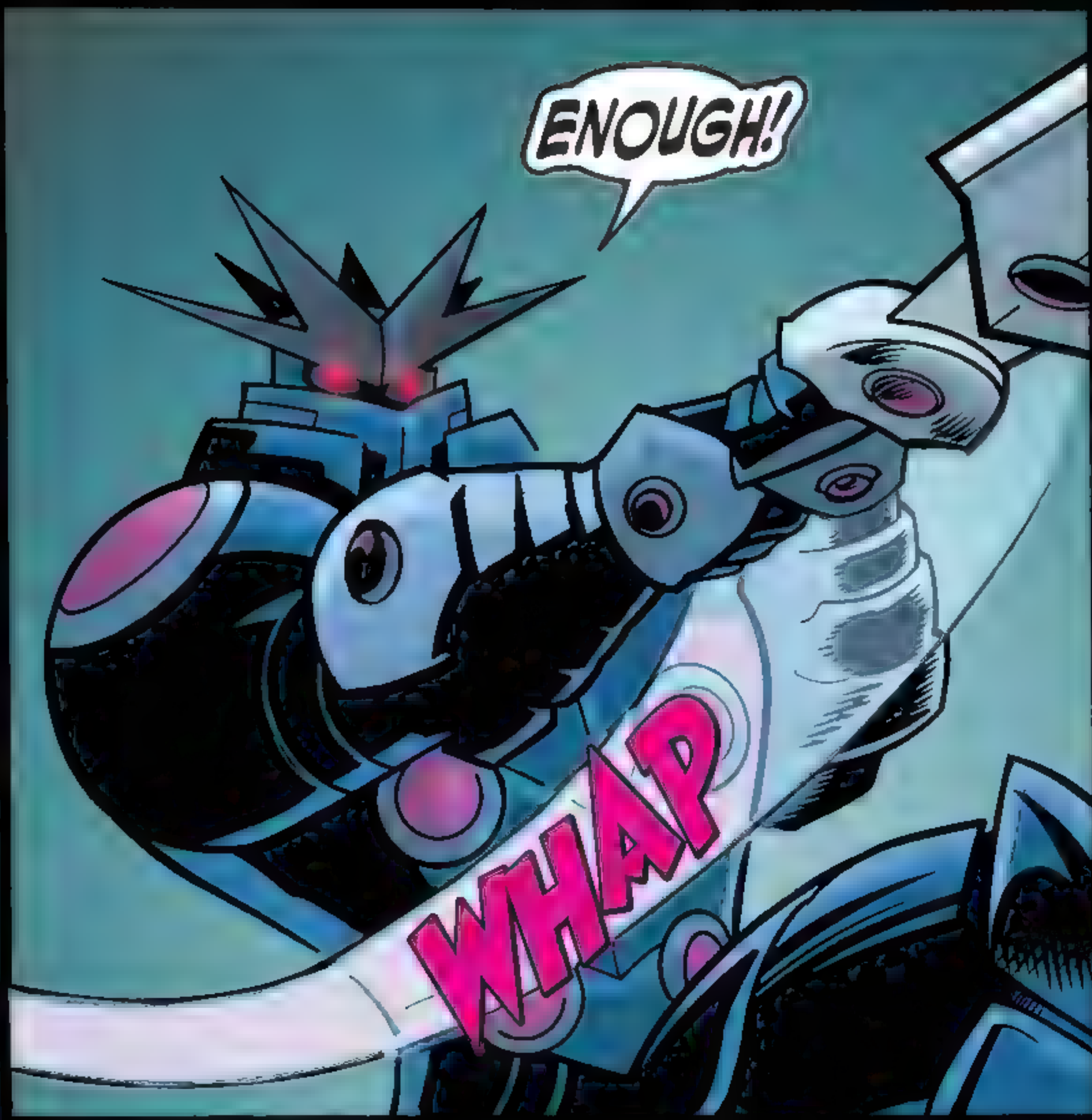
DO NOT
FORCE MY
HAND, CHILDREN.
THERE WILL BE
NO SECOND
WARNING.

YOU'RE BLUFFING.
I CAN HEAR YOUR
ARMOR SHAKING
FROM HERE.

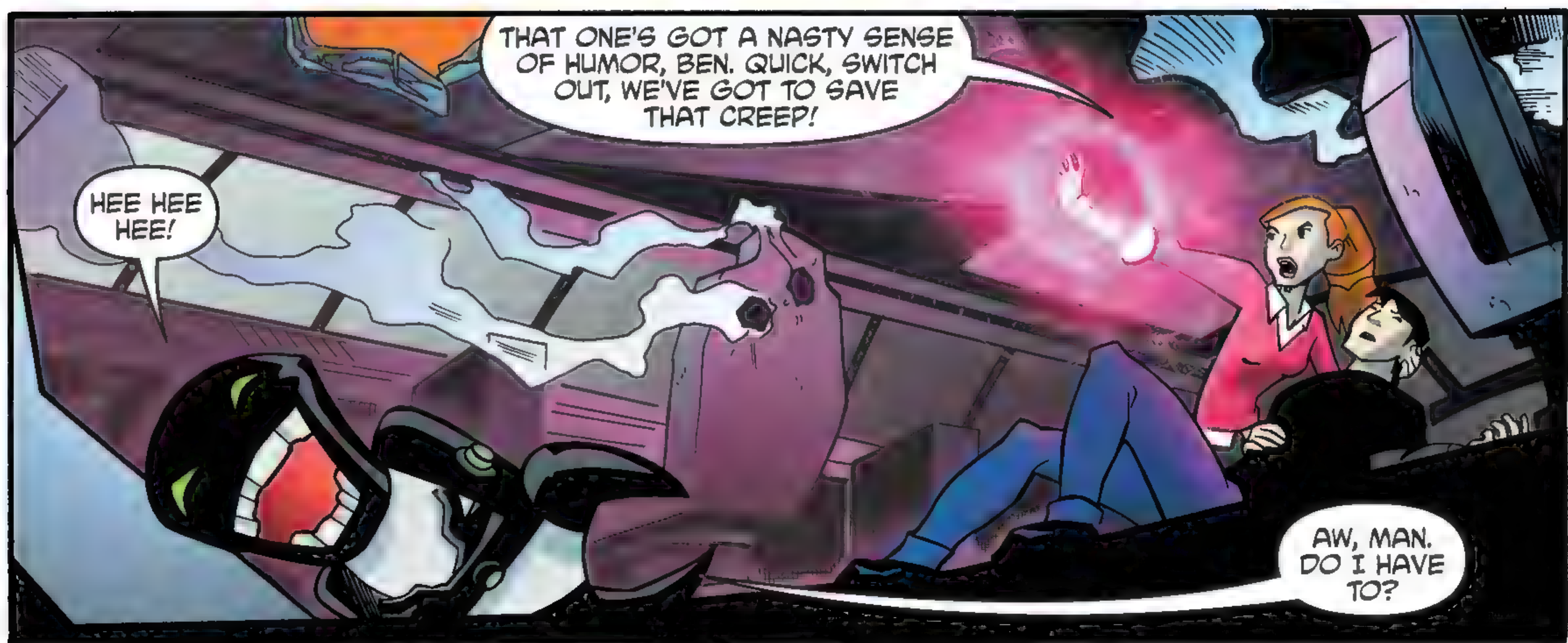
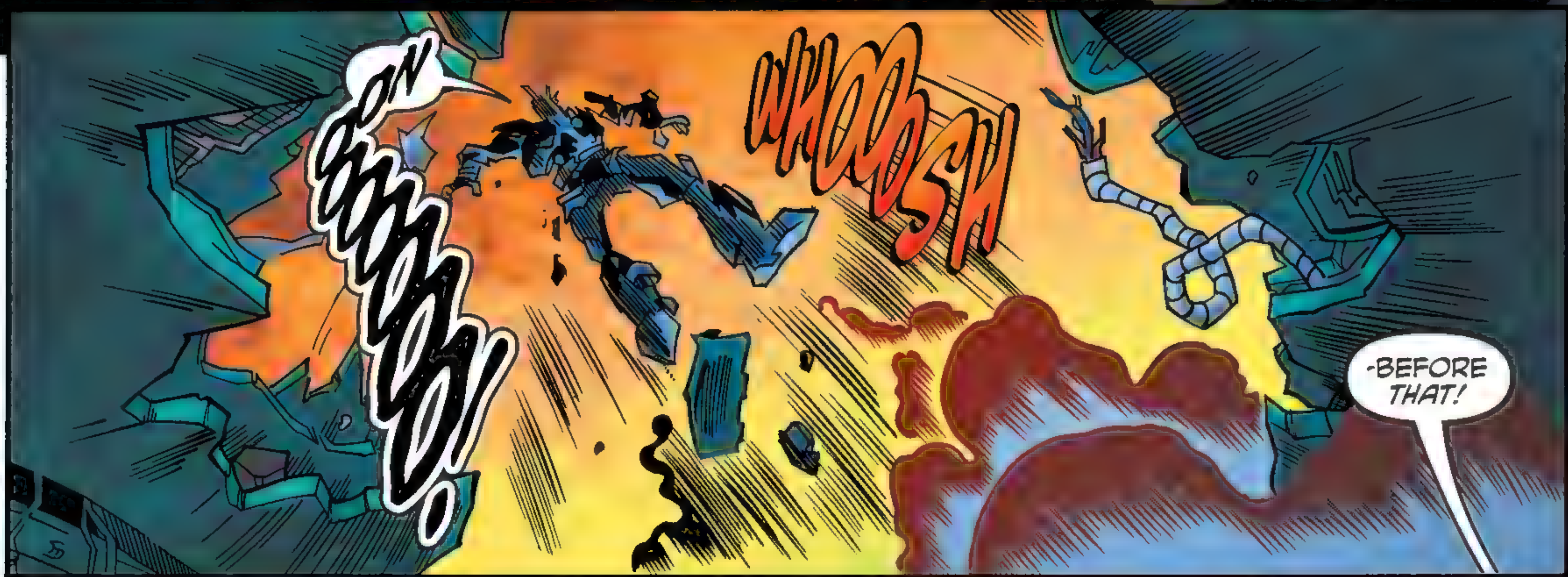
GWEN,
GRAB MY NEW
PUNCHING BAG.
BEN, ENJOY THE
SHOW.

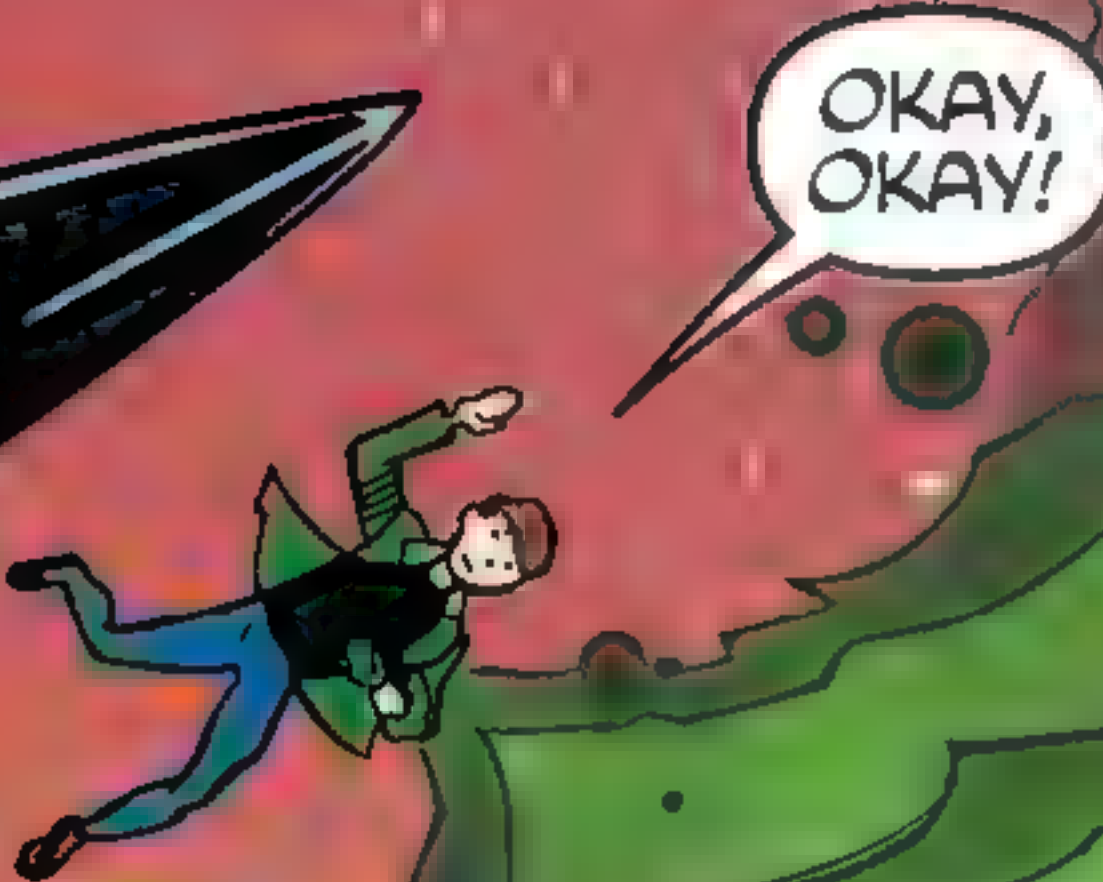
HEY, I'M
BORED
TOO!



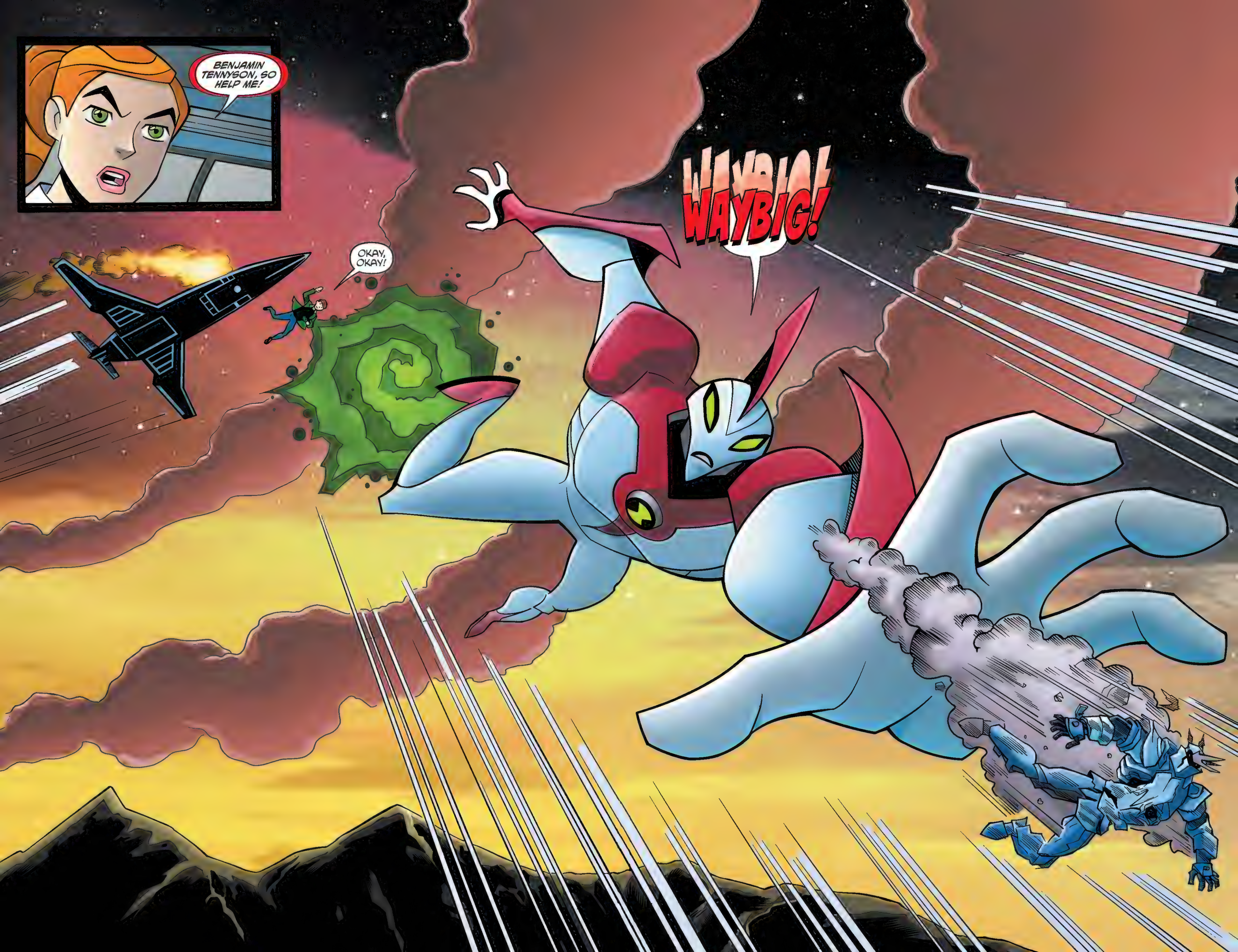




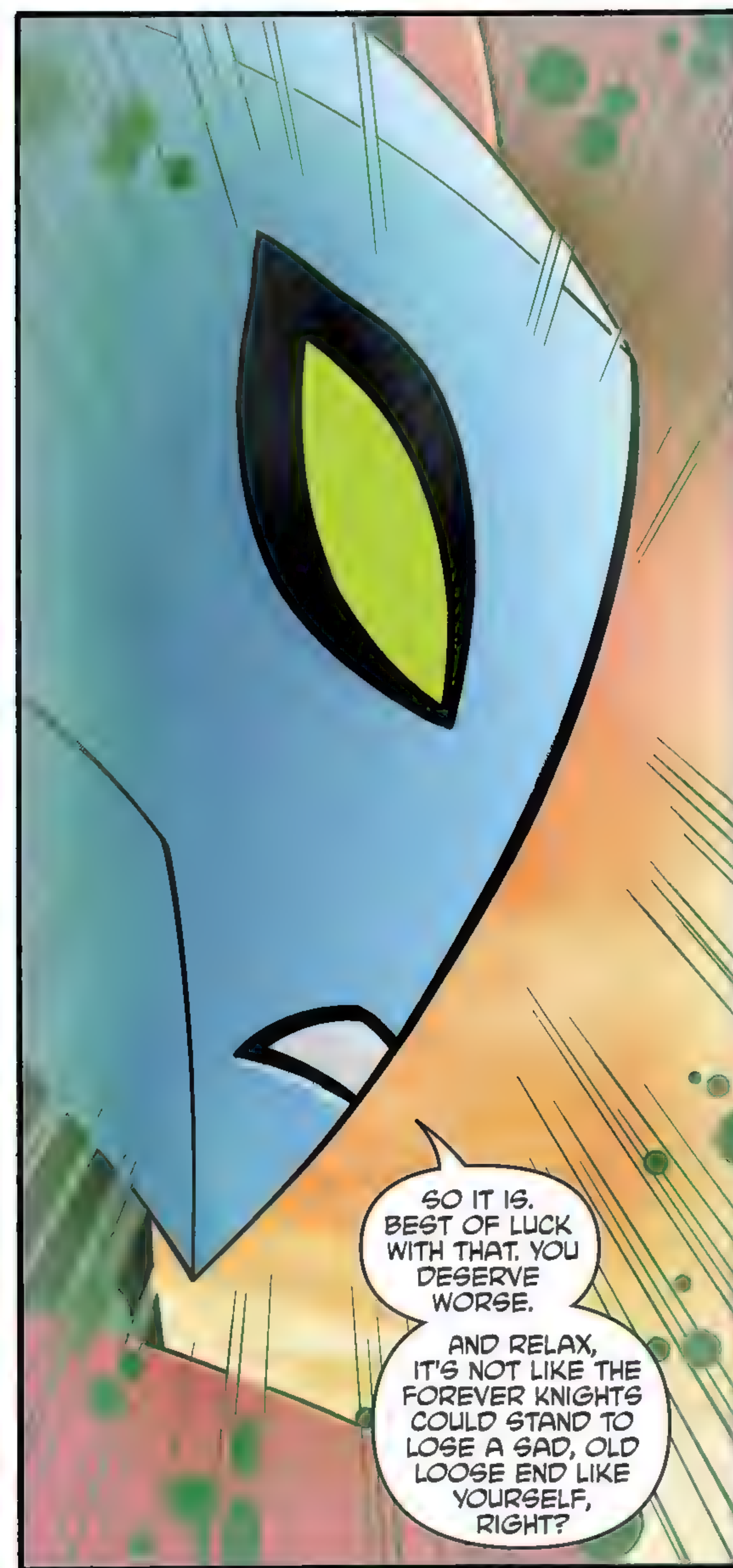




WAYBIAL
WAYBIG!







I HOPE YOU FIGURE
IT OUT, ENOCH, BEFORE
IT'S TOO LATE.

WHY IS IT,
AFTER ALL
THESE YEARS,
ONLY I'VE BEEN
THE ONE TO
GROW UP?



END.



CAVALLARO

BEN 10 CLASSICS

5 POWERLESS

BEN 10 CLASSICS

5

POWERLESS



Ben Tennyson's adventures continue with stories featuring Ben 10: Ultimate Alien! Volume 5 presents the final comics from *Cartoon Network Action Pack* issues #57, 58, and 61–67.

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